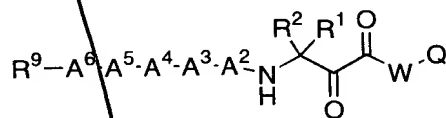


5 WHAT IS CLAIMED:

1. A compound of Formula (I):



(I)

or a stereoisomer or pharmaceutically acceptable salt form thereof, wherein;

15 W is -NH- or -O-;

Q is selected from  $-(CR^{10}R^{10c})_n-Q^1$ ,  $-(CR^{10}R^{10c})_n-Q^2$ ,

C<sub>1</sub>-C<sub>4</sub> alkyl substituted with Q<sup>1</sup>,

C<sub>2</sub>-C<sub>4</sub> alkenyl substituted with Q<sup>1</sup>,

20 C<sub>2</sub>-C<sub>4</sub> alkynyl substituted with Q<sup>1</sup>, and

an amino acid residue;

Q<sup>1</sup> is selected from

-CO<sub>2</sub>R<sup>11</sup>, -SO<sub>2</sub>R<sup>11</sup>, -SO<sub>3</sub>R<sup>11</sup>, -P(O)<sub>2</sub>R<sup>11</sup>, -P(O)<sub>3</sub>R<sup>11</sup>,

25 aryl substituted with 0-4 Q<sup>1a</sup>, and

5-6 membered heterocyclic group consisting of carbon atoms and 1-4 heteroatoms selected from the group:

O, S, and N, said heterocyclic group substituted with 0-4 Q<sup>1a</sup>;

30

Q<sup>1a</sup> is H, F, Cl, Br, I, -NO<sub>2</sub>, -CN, -NCS, -CF<sub>3</sub>, -OCF<sub>3</sub>, -CH<sub>3</sub>,

-OCH<sub>3</sub>, -CO<sub>2</sub>R<sup>19</sup>, -C(=O)NR<sup>19</sup>R<sup>19</sup>, -NHC(=O)R<sup>19</sup>, -SO<sub>2</sub>R<sup>19</sup>,

-SO<sub>2</sub>NR<sup>19</sup>R<sup>19</sup>, -NR<sup>19</sup>R<sup>19</sup>, -OR<sup>19</sup>, -SR<sup>19</sup>, C<sub>1</sub>-C<sub>4</sub> alkyl, C<sub>1</sub>-C<sub>4</sub> alkoxy, C<sub>1</sub>-C<sub>4</sub> haloalkyl, or C<sub>1</sub>-C<sub>4</sub> haloalkoxy;

35

R<sup>19</sup> is C<sub>1</sub>-C<sub>4</sub> alkyl, C<sub>1</sub>-C<sub>4</sub> haloalkyl, aryl, aryl(C<sub>1</sub>-C<sub>4</sub> alkyl), C<sub>3</sub>-C<sub>6</sub> cycloalkyl, or C<sub>3</sub>-C<sub>6</sub> cycloalkyl(C<sub>1</sub>-C<sub>4</sub> alkyl);

5

alternatively,  $\text{NR}^{19}\text{R}^{19}$  may form a 5-6 membered heterocyclic group consisting of carbon atoms, a nitrogen atom, and optionally a second heteroatom selected from the group: O, S, and N;

10

$\text{R}^{10}$  is selected from the group:  $-\text{CO}_2\text{R}^{11}$ ,  $-\text{NR}^{11}\text{R}^{11}$ , and  $\text{C}_1\text{-C}_6$  alkyl substituted with 0-1  $\text{R}^{10a}$ ;

15

$\text{R}^{10a}$  is selected from the group: halo,  $-\text{NO}_2$ ,  $-\text{CN}$ ,  $-\text{CF}_3$ ,  $-\text{CO}_2\text{R}^{11}$ ,  $-\text{NR}^{11}\text{R}^{11}$ ,  $-\text{OR}^{11}$ ,  $-\text{SR}^{11}$ ,  $-\text{C}(=\text{NH})\text{NH}_2$ , and aryl substituted with 0-1  $\text{R}^{10b}$ ;

20

$\text{R}^{10b}$  is selected from the group:  $-\text{CO}_2\text{H}$ ,  $-\text{NH}_2$ ,  $-\text{OH}$ ,  $-\text{SH}$ , and  $-\text{C}(=\text{NH})\text{NH}_2$ ;

$\text{R}^{10c}$  is H or  $\text{C}_1\text{-C}_4$  alkyl;

alternatively,  $\text{R}^{10}$  and  $\text{R}^{10c}$  can be combined to form a  $\text{C}_3\text{-C}_6$  cycloalkyl group substituted with 0-1  $\text{R}^{10a}$ ;

25

$\text{R}^{11}$  is, at each occurrence, independently H or  $\text{C}_1\text{-C}_4$  alkyl;

30

$\text{R}^{11a}$  is H,  $\text{C}_1\text{-C}_4$  alkyl,  $\text{C}_1\text{-C}_4$  haloalkyl,  $\text{C}_2\text{-C}_4$  alkenyl,  $\text{C}_2\text{-C}_4$  alkynyl, aryl, aryl( $\text{C}_1\text{-C}_4$  alkyl)-,  $\text{C}_3\text{-C}_6$  cycloalkyl, or  $\text{C}_3\text{-C}_6$  cycloalkyl( $\text{C}_1\text{-C}_4$  alkyl)-;

$\text{Q}^2$  is  $-\text{X}-\text{NR}^{12}-\text{Z}$ ,  $-\text{NR}^{12}-\text{Y}-\text{Z}$ , or  $-\text{X}-\text{NR}^{12}-\text{Y}-\text{Z}$ ;

35

X is selected from the group:  $-\text{C}(=\text{O})-$ ,  $-\text{S}-$ ,  $-\text{S}(=\text{O})-$ ,  $-\text{S}(=\text{O})_2-$ ,  $-\text{P}(\text{O})-$ ,  $-\text{P}(\text{O})_2-$ , and  $-\text{P}(\text{O})_3-$ ;

Y is selected from the group:  $-\text{C}(=\text{O})-$ ,  $-\text{S}-$ ,  $-\text{S}(=\text{O})-$ ,  $-\text{S}(=\text{O})_2-$ ,  $-\text{P}(\text{O})-$ ,  $-\text{P}(\text{O})_2-$ , and  $-\text{P}(\text{O})_3-$ ;

5  $R^{12}$  is H or  $C_1$ - $C_4$  alkyl;

Z is  $C_1$ - $C_4$  haloalkyl,

$C_1$ - $C_4$  alkyl substituted with 0-3  $Z^a$ ,

$C_2$ - $C_4$  alkenyl substituted with 0-3  $Z^a$ ,

10  $C_2$ - $C_4$  alkynyl substituted with 0-3  $Z^a$ ,

$C_3$ - $C_{10}$  cycloalkyl substituted with 0-5  $Z^b$ ,

$C_3$ - $C_{10}$  carbocycle substituted with 0-5  $Z^b$ ,

aryl substituted with 0-5  $Z^b$ ,

15 5-10 membered heterocyclic group consisting of carbon  
atoms and 1-4 heteroatoms selected from the group:

O, S, and N, said heterocyclic group substituted

with 0-4  $Z^b$ ;

an amino acid residue, or

- $A^7$ - $A^8$ - $A^9$ ;

20

$Z^a$  is H, F, Cl, Br, I,  $-NO_2$ ,  $-CN$ ,  $-NCS$ ,  $-CF_3$ ,  $-OCF_3$ , -

$CH_3$ ,  $-OCH_3$ ,  $-CO_2R^{20}$ ,  $-C(=O)NR^{20}R^{20}$ ,  $-NHC(=O)R^{20}$ , -  
 $NR^{20}R^{20}$ ,

$-OR^{20}$ ,  $-SR^{20}$ ,  $-S(=O)R^{20}$ ,  $-SO_2R^{20}$ ,  $-SO_2NR^{20}R^{20}$ ,

25

$C_1$ - $C_4$  alkyl,  $C_1$ - $C_4$  alkoxy,  $C_1$ - $C_4$  haloalkyl,

$C_1$ - $C_4$  haloalkoxy,

$C_3$ - $C_{10}$  cycloalkyl substituted with 0-5  $Z^b$ ,

$C_3$ - $C_{10}$  carbocycle substituted with 0-5  $Z^b$ ,

30

aryl substituted with 0-5  $Z^b$ , or

5-10 membered heterocyclic group consisting of carbon  
atoms and 1-4 heteroatoms selected from the group:

O, S, and N, said heterocyclic group substituted

with 0-4  $Z^b$ ;

35

$Z^b$  is H, F, Cl, Br, I,  $-NO_2$ ,  $-CN$ ,  $-NCS$ ,  $-CF_3$ ,  $-OCF_3$ , -

$CH_3$ ,  $-OCH_3$ ,  $-CO_2R^{20}$ ,  $-C(=O)NR^{20}R^{20}$ ,  $-NHC(=O)R^{20}$ , -  
 $NR^{20}R^{20}$ ,

$-OR^{20}$ ,  $-SR^{20}$ ,  $-S(=O)R^{20}$ ,  $-SO_2R^{20}$ ,  $-SO_2NR^{20}R^{20}$ ,

5 C<sub>1</sub>-C<sub>4</sub> alkyl, C<sub>1</sub>-C<sub>4</sub> alkoxy, C<sub>1</sub>-C<sub>4</sub> haloalkyl,  
C<sub>1</sub>-C<sub>4</sub> haloalkoxy,

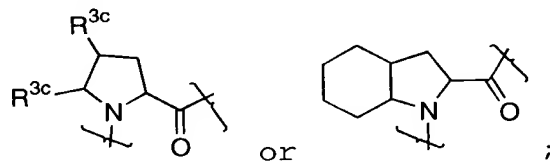
C<sub>3</sub>-C<sub>10</sub> cycloalkyl substituted with 0-5 Z<sup>c</sup>,  
C<sub>3</sub>-C<sub>10</sub> carbocycle substituted with 0-5 Z<sup>c</sup>,  
10 aryl substituted with 0-5 Z<sup>c</sup>, or  
5-10 membered heterocyclic group consisting of carbon  
atoms and 1-4 heteroatoms selected from the group:  
O, S, and N, said heterocyclic group substituted  
with 0-4 Z<sup>c</sup>;

15 Z<sup>c</sup> is H, F, Cl, Br, I, -NO<sub>2</sub>, -CN, -NCS, -CF<sub>3</sub>, -OCF<sub>3</sub>, -  
CH<sub>3</sub>, -OCH<sub>3</sub>, -CO<sub>2</sub>R<sup>20</sup>, -C(=O)NR<sup>20</sup>R<sup>20</sup>, -NHC(=O)R<sup>20</sup>, -  
NR<sup>20</sup>R<sup>20</sup>,  
-OR<sup>20</sup>, -SR<sup>20</sup>, -S(=O)R<sup>20</sup>, -SO<sub>2</sub>R<sup>20</sup>, -SO<sub>2</sub>NR<sup>20</sup>R<sup>20</sup>,  
20 C<sub>1</sub>-C<sub>4</sub> alkyl, C<sub>1</sub>-C<sub>4</sub> alkoxy, C<sub>1</sub>-C<sub>4</sub> haloalkyl, or C<sub>1</sub>-C<sub>4</sub>  
haloalkoxy;

R<sup>20</sup> is H, C<sub>1</sub>-C<sub>4</sub> alkyl, C<sub>1</sub>-C<sub>4</sub> haloalkyl, aryl,  
aryl(C<sub>1</sub>-C<sub>4</sub> alkyl)-, C<sub>3</sub>-C<sub>6</sub> cycloalkyl, or  
25 C<sub>3</sub>-C<sub>6</sub> cycloalkyl(C<sub>1</sub>-C<sub>4</sub> alkyl)-;

alternatively, NR<sup>20</sup>R<sup>20</sup> may form a 5-6 membered heterocyclic  
group consisting of carbon atoms, a nitrogen atom, and  
optionally a second heteroatom selected from the  
30 group: O, S, and N;

A<sup>2</sup> is a bond, -NH-CR<sup>3</sup>R<sup>4</sup>-C(=O)-, an amino acid residue,



35 A<sup>3</sup> is a bond, -NH-CR<sup>5</sup>R<sup>6</sup>-C(=O)-, or an amino acid residue;

A<sup>4</sup> is a bond, -NH-CR<sup>7</sup>R<sup>8</sup>-C(=O)-, or an amino acid residue;

5

A<sup>5</sup> is a bond or an amino acid residue;

A<sup>6</sup> is a bond or an amino acid residue;

10 A<sup>7</sup> is a bond or an amino acid residue;

A<sup>8</sup> is an amino acid residue;

A<sup>9</sup> is an amino acid residue;

15

R<sup>1</sup> is selected from the group: H, F,

C<sub>1</sub>-C<sub>6</sub> alkyl substituted with 0-3 R<sup>1a</sup>,

C<sub>2</sub>-C<sub>6</sub> alkenyl substituted with 0-3 R<sup>1a</sup>,

C<sub>2</sub>-C<sub>6</sub> alkynyl substituted with 0-3 R<sup>1a</sup>,

20 aryl substituted with 0-5 R<sup>1a</sup>, and

C<sub>3</sub>-C<sub>6</sub> cycloalkyl substituted with 0-3 R<sup>1a</sup>;

R<sup>1a</sup> is selected at each occurrence from the group:

Cl, F, Br, I, CF<sub>3</sub>, CHF<sub>2</sub>, OH, =O, SH, -CO<sub>2</sub>R<sup>1b</sup>, -SO<sub>2</sub>R<sup>1b</sup>,

25

-SO<sub>3</sub>R<sup>1b</sup>, -P(O)<sub>2</sub>R<sup>1b</sup>, -P(O)<sub>3</sub>R<sup>1b</sup>, -C(=O)NHR<sup>1b</sup>, -NHC(=O)R<sup>1b</sup>,

-SO<sub>2</sub>NHR<sup>1b</sup>, -OR<sup>1b</sup>, -SR<sup>1b</sup>, C<sub>1</sub>-C<sub>3</sub> alkyl, C<sub>3</sub>-C<sub>6</sub> cycloalkyl,

C<sub>1</sub>-C<sub>6</sub> alkoxy, -S-(C<sub>1</sub>-C<sub>6</sub> alkyl),

aryl substituted with 0-5 R<sup>1c</sup>,

-O-(CH<sub>2</sub>)<sub>q</sub>-aryl substituted with 0-5 R<sup>1c</sup>,

30

-S-(CH<sub>2</sub>)<sub>q</sub>-aryl substituted with 0-5 R<sup>1c</sup>, and

5-10 membered heterocyclic group consisting of carbon atoms and 1-4 heteroatoms selected from the group:

O, S, and N, and substituted with 0-3 R<sup>1c</sup>;

35 R<sup>1b</sup> is H,

C<sub>1</sub>-C<sub>4</sub> alkyl substituted with 0-3 R<sup>1c</sup>,

C<sub>2</sub>-C<sub>4</sub> alkenyl substituted with 0-3 R<sup>1c</sup>,

C<sub>2</sub>-C<sub>4</sub> alkynyl substituted with 0-3 R<sup>1c</sup>,

C<sub>3</sub>-C<sub>6</sub> cycloalkyl substituted with 0-5 R<sup>1c</sup>,

5 C<sub>3</sub>-C<sub>6</sub> carbocycle substituted with 0-5 R<sup>1c</sup>,  
aryl substituted with 0-5 R<sup>1c</sup>, or  
5-6 membered heterocyclic group consisting of carbon  
atoms and 1-4 heteroatoms selected from the group:  
O, S, and N, said heterocyclic group substituted  
10 with 0-4 R<sup>1c</sup>;

R<sup>1c</sup> is selected at each occurrence from: C<sub>1</sub>-C<sub>4</sub> alkyl, Cl,  
F, Br, I, OH, C<sub>1</sub>-C<sub>4</sub> alkoxy, -CN, -NO<sub>2</sub>, C(O)OR<sup>1d</sup>,  
NR<sup>1d</sup>R<sup>1d</sup>, CF<sub>3</sub>, and OCF<sub>3</sub>;

15 R<sup>1d</sup> is H or C<sub>1</sub>-C<sub>4</sub> alkyl;

R<sup>2</sup> is H, F, or C<sub>1</sub>-C<sub>4</sub> alkyl;

20 R<sup>3</sup> is selected from the group: H,  
C<sub>1</sub>-C<sub>6</sub> alkyl substituted with 0-4 R<sup>3a</sup>,  
C<sub>2</sub>-C<sub>6</sub> alkenyl substituted with 0-4 R<sup>3a</sup>,  
C<sub>2</sub>-C<sub>6</sub> alkynyl substituted with 0-4 R<sup>3a</sup>,  
-(CH<sub>2</sub>)<sub>q</sub>- C<sub>3</sub>-C<sub>6</sub> cycloalkyl substituted with 0-4 R<sup>3b</sup>,  
25 -(CH<sub>2</sub>)<sub>q</sub>-aryl substituted with 0-5 R<sup>3b</sup>, and  
-(CH<sub>2</sub>)<sub>q</sub>-5-10 membered heterocyclic group consisting of  
carbon atoms and 1-4 heteroatoms selected from  
the group: O, S, and N, and said heterocyclic  
group is substituted with 0-2 R<sup>3b</sup>;

30 R<sup>3a</sup> is selected from the group: -CO<sub>2</sub>R<sup>11</sup>, -NR<sup>11</sup>R<sup>11</sup>, -OR<sup>11</sup>,  
-SR<sup>11</sup>, -C(=NH)NH<sub>2</sub>, and aryl substituted with R<sup>10b</sup>;

R<sup>3b</sup> is selected from the group: -CO<sub>2</sub>H, -NH<sub>2</sub>, -OH, -SH, and  
35 -C(=NH)NH<sub>2</sub>;

R<sup>3c</sup> is, at each occurrence, independently selected from: H,  
C<sub>1</sub>-C<sub>6</sub> alkyl, -OH, and OR<sup>3d</sup>;

5 R<sup>3d</sup> is C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>2</sub>-C<sub>6</sub> alkenyl, C<sub>2</sub>-C<sub>6</sub> alkynyl,  
-(CH<sub>2</sub>)<sub>q</sub>- C<sub>3</sub>-C<sub>6</sub> cycloalkyl, -(CH<sub>2</sub>)<sub>q</sub>-aryl, or  
-(CH<sub>2</sub>)<sub>q</sub>-(5-10 membered heterocyclic group), wherein  
said heterocyclic group consists of carbon atoms  
and 1-4 heteroatoms selected from the group: O,  
10 S, and N;

R<sup>4</sup> is selected from the group: H, C<sub>1</sub>-C<sub>6</sub> alkyl, phenyl,  
phenylmethyl-, phenylethyl-, C<sub>3</sub>-C<sub>6</sub> cycloalkyl,  
C<sub>3</sub>-C<sub>6</sub> cycloalkylmethyl-, and C<sub>3</sub>-C<sub>6</sub> cycloalkylethyl-;

15

R<sup>5</sup> and R<sup>7</sup> are independently H or R<sup>3</sup>;

R<sup>6</sup> and R<sup>8</sup> are independently H or R<sup>4</sup>;

20 R<sup>9</sup> is selected from the group: -S(=O)R<sup>9a</sup>, -S(=O)<sub>2</sub>R<sup>9a</sup>,  
-C(=O)R<sup>9a</sup>, -C(=O)OR<sup>9a</sup>, -C(=O)NHR<sup>9a</sup>, C<sub>1</sub>-C<sub>3</sub> alkyl-R<sup>9a</sup>,  
C<sub>2</sub>-C<sub>6</sub> alkenyl-R<sup>9a</sup>, and C<sub>2</sub>-C<sub>6</sub> alkynyl-R<sup>9a</sup>;

R<sup>9a</sup> is selected from the group:

25

C<sub>1</sub>-C<sub>6</sub> alkyl substituted with 0-3 R<sup>9b</sup>,

C<sub>3</sub>-C<sub>6</sub> cycloalkyl substituted with 0-3 R<sup>9c</sup>,

aryl substituted with 0-3 R<sup>9c</sup>, and

5-14 membered heterocyclic group consisting of carbon  
atoms and 1-4 heteroatoms selected from the  
group: O, S, and N, and said heterocyclic group  
30 is substituted with 0-3 R<sup>9c</sup>;

30

R<sup>9b</sup> is selected from the group: phenyl, naphthyl, benzyl,  
and 5-10 membered heterocyclic group consisting of  
carbon atoms and 1-4 heteroatoms selected from the  
group: O, S, and N, and R<sup>9b</sup> is substituted with 0-3  
35 R<sup>9c</sup>;

R<sup>9c</sup> is selected at each occurrence from the group:

5 CF<sub>3</sub>, OCF<sub>3</sub>, Cl, F, Br, I, =O, OH, phenyl, C(O)OR<sup>11</sup>, NH<sub>2</sub>,  
NH(CH<sub>3</sub>), N(CH<sub>3</sub>)<sub>2</sub>, -CN, NO<sub>2</sub>;  
C<sub>1</sub>-C<sub>4</sub> alkyl substituted with 0-3 R<sup>9d</sup>,  
C<sub>1</sub>-C<sub>4</sub> alkoxy substituted with 0-3 R<sup>9d</sup>,  
C<sub>3</sub>-C<sub>6</sub> cycloalkyl substituted with 0-3 R<sup>9d</sup>,  
10 aryl substituted with 0-5 R<sup>9d</sup>, and  
5-6 membered heterocyclic group consisting of carbon  
atoms and 1-4 heteroatoms selected from the  
group: O, S, and N, and said heterocyclic group  
is substituted with 0-4 R<sup>9d</sup>;

15 R<sup>9d</sup> is selected at each occurrence from the group:  
C<sub>1</sub>-C<sub>4</sub> alkyl, C<sub>1</sub>-C<sub>4</sub> alkoxy, CF<sub>3</sub>, OCF<sub>3</sub>, Cl, F, Br, I, =O,  
OH, phenyl, C(O)OR<sup>11</sup>, NH<sub>2</sub>, NH(CH<sub>3</sub>), N(CH<sub>3</sub>)<sub>2</sub>, -CN, and  
NO<sub>2</sub>;

20 an amino acid residue, at each occurrence, independently  
comprises a natural amino acid, a modified amino acid  
or an unnatural amino acid wherein said natural,  
modified or unnatural amino acid is of either D or L  
25 configuration;

n is 1, 2, 3, or 4; and

p is 1 or 2; and

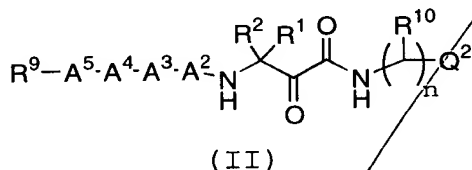
30 q, at each occurrence, is independently 0, 1 or 2.

2. A compound according to Claim 1, wherein

35 Q is -(CR<sup>10</sup>R<sup>10c</sup>)<sub>n</sub>-Q<sup>2</sup> or  
an amino acid residue, wherein the amino acid residue  
comprises a natural, a modified or an unnatural amino  
acid.



- 5 3. A compound according to Claim 2, wherein the compound is of Formula (II):



- 10 or a stereoisomer or pharmaceutically acceptable salt form thereof, wherein;

$\text{R}^{10}$  is selected from the group:  $-\text{CO}_2\text{R}^{11}$ ,  $-\text{NR}^{11}\text{R}^{11}$ , and  $\text{C}_1\text{-C}_6$  alkyl substituted with 0-1  $\text{R}^{10a}$ ;

15

$\text{R}^{10a}$  is selected from the group: halo,  $-\text{NO}_2$ ,  $-\text{CN}$ ,  $-\text{CF}_3$ ,  $-\text{CO}_2\text{R}^{11}$ ,  $-\text{NR}^{11}\text{R}^{11}$ ,  $-\text{OR}^{11}$ ,  $-\text{SR}^{11}$ ,  $-\text{C}(=\text{NH})\text{NH}_2$ , and aryl substituted with 0-1  $\text{R}^{10b}$ ;

- 20  $\text{R}^{10b}$  is selected from the group:  $-\text{CO}_2\text{H}$ ,  $-\text{NH}_2$ ,  $-\text{OH}$ ,  $-\text{SH}$ , and  $-\text{C}(=\text{NH})\text{NH}_2$ ;

$\text{R}^{10c}$  is H or  $\text{C}_1\text{-C}_4$  alkyl;

- 25 alternatively,  $\text{R}^{10}$  and  $\text{R}^{10c}$  can be combined to form a  $\text{C}_3\text{-C}_6$  cycloalkyl group substituted with 0-1  $\text{R}^{10a}$ ;

$\text{R}^{11}$  is, at each occurrence, independently H or  $\text{C}_1\text{-C}_4$  alkyl;

- 30  $\text{R}^{11a}$  is H,  $\text{C}_1\text{-C}_4$  alkyl,  $\text{C}_1\text{-C}_4$  haloalkyl,  $\text{C}_2\text{-C}_4$  alkenyl,  $\text{C}_2\text{-C}_4$  alkynyl, aryl, aryl( $\text{C}_1\text{-C}_4$  alkyl)-,  $\text{C}_3\text{-C}_6$  cycloalkyl, or  $\text{C}_3\text{-C}_6$  cycloalkyl( $\text{C}_1\text{-C}_4$  alkyl)-;

$\text{Q}^2$  is  $-\text{X-NR}^{12}\text{-Z}$ ,  $-\text{NR}^{12}\text{-Y-Z}$ , or  $-\text{X-NR}^{12}\text{-Y-Z}$ ;

35

X is selected from the group:  $-\text{C}(=\text{O})-$ ,  $-\text{S}-$ ,  $-\text{S}(=\text{O})-$ ,  $-\text{S}(=\text{O})_2-$ ,  $-\text{P}(\text{O})-$ ,  $-\text{P}(\text{O})_2-$ , and  $-\text{P}(\text{O})_3-$ ;

5 Y is selected from the group:  $-C(=O)-$ ,  $-S-$ ,  $-S(=O)-$ ,  
 $-S(=O)_2-$ ,  $-P(O)-$ ,  $-P(O)_2-$ , and  $-P(O)_3-$ ;

$R^{12}$  is H or  $C_1-C_4$  alkyl;

10 Z is  $C_1-C_4$  haloalkyl,  
 $C_1-C_4$  alkyl substituted with 0-3  $Z^a$ ,  
 $C_2-C_4$  alkenyl substituted with 0-3  $Z^a$ ,  
 $C_2-C_4$  alkynyl substituted with 0-3  $Z^a$ ,  
 $C_3-C_{10}$  cycloalkyl substituted with 0-5  $Z^b$ ,  
15  $C_3-C_{10}$  carbocycle substituted with 0-5  $Z^b$ ,  
aryl substituted with 0-5  $Z^b$ ,  
5-10 membered heterocyclic group consisting of carbon  
atoms and 1-4 heteroatoms selected from the group:  
O, S, and N, said heterocyclic group substituted  
20 with 0-4  $Z^b$ ;  
an amino acid residue, or  
 $-A^7-A^8-A^9$ ;

$Z^a$  is H, F, Cl, Br, I,  $-NO_2$ ,  $-CN$ ,  $-NCS$ ,  $-CF_3$ ,  $-OCF_3$ , -  
25  $CH_3$ ,  $-OCH_3$ ,  $-CO_2R^{20}$ ,  $-C(=O)NR^{20}R^{20}$ ,  $-NHC(=O)R^{20}$ , -  
 $NR^{20}R^{20}$ ,  
 $-OR^{20}$ ,  $-SR^{20}$ ,  $-S(=O)R^{20}$ ,  $-SO_2R^{20}$ ,  $-SO_2NR^{20}R^{20}$ ,  
 $C_1-C_4$  alkyl,  $C_1-C_4$  alkoxy,  $C_1-C_4$  haloalkyl,  
 $C_1-C_4$  haloalkoxy,  
30  $C_3-C_{10}$  cycloalkyl substituted with 0-5  $Z^b$ ,  
 $C_3-C_{10}$  carbocycle substituted with 0-5  $Z^b$ ,  
aryl substituted with 0-5  $Z^b$ , or  
5-10 membered heterocyclic group consisting of carbon  
35 atoms and 1-4 heteroatoms selected from the group:  
O, S, and N, said heterocyclic group substituted  
with 0-4  $Z^b$ ;

5  $Z^b$  is H, F, Cl, Br, I,  $-\text{NO}_2$ ,  $-\text{CN}$ ,  $-\text{NCS}$ ,  $-\text{CF}_3$ ,  $-\text{OCF}_3$ ,  $-\text{CH}_3$ ,  $-\text{OCH}_3$ ,  $-\text{CO}_2\text{R}^{20}$ ,  $-\text{C}(=\text{O})\text{NR}^{20}\text{R}^{20}$ ,  $-\text{NHC}(=\text{O})\text{R}^{20}$ ,  $-\text{NR}^{20}\text{R}^{20}$ ,  
10  $-\text{OR}^{20}$ ,  $-\text{SR}^{20}$ ,  $-\text{S}(=\text{O})\text{R}^{20}$ ,  $-\text{SO}_2\text{R}^{20}$ ,  $-\text{SO}_2\text{NR}^{20}\text{R}^{20}$ ,  
 $\text{C}_1\text{-C}_4$  alkyl,  $\text{C}_1\text{-C}_4$  alkoxy,  $\text{C}_1\text{-C}_4$  haloalkyl,  
 $\text{C}_1\text{-C}_4$  haloalkoxy,

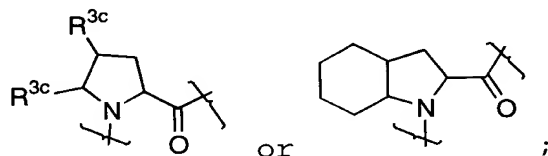
$\text{C}_3\text{-C}_{10}$  cycloalkyl substituted with 0-5  $Z^c$ ,  
 $\text{C}_3\text{-C}_{10}$  carbocycle substituted with 0-5  $Z^c$ ,  
aryl substituted with 0-5  $Z^c$ , or  
15 5-10 membered heterocyclic group consisting of carbon  
atoms and 1-4 heteroatoms selected from the group:  
O, S, and N, said heterocyclic group substituted  
with 0-4  $Z^c$ ;

20  $Z^c$  is H, F, Cl, Br, I,  $-\text{NO}_2$ ,  $-\text{CN}$ ,  $-\text{NCS}$ ,  $-\text{CF}_3$ ,  $-\text{OCF}_3$ ,  $-\text{CH}_3$ ,  $-\text{OCH}_3$ ,  $-\text{CO}_2\text{R}^{20}$ ,  $-\text{C}(=\text{O})\text{NR}^{20}\text{R}^{20}$ ,  $-\text{NHC}(=\text{O})\text{R}^{20}$ ,  $-\text{NR}^{20}\text{R}^{20}$ ,  
 $-\text{OR}^{20}$ ,  $-\text{SR}^{20}$ ,  $-\text{S}(=\text{O})\text{R}^{20}$ ,  $-\text{SO}_2\text{R}^{20}$ ,  $-\text{SO}_2\text{NR}^{20}\text{R}^{20}$ ,  
 $\text{C}_1\text{-C}_4$  alkyl,  $\text{C}_1\text{-C}_4$  alkoxy,  $\text{C}_1\text{-C}_4$  haloalkyl, or  $\text{C}_1\text{-C}_4$   
25 haloalkoxy;

$\text{R}^{20}$  is H,  $\text{C}_1\text{-C}_4$  alkyl,  $\text{C}_1\text{-C}_4$  haloalkyl, aryl,  
aryl( $\text{C}_1\text{-C}_4$  alkyl)-,  $\text{C}_3\text{-C}_6$  cycloalkyl, or  
 $\text{C}_3\text{-C}_6$  cycloalkyl( $\text{C}_1\text{-C}_4$  alkyl)-;

30 alternatively,  $\text{NR}^{20}\text{R}^{20}$  may form a 5-6 membered heterocyclic  
group consisting of carbon atoms, a nitrogen atom, and  
optionally a second heteroatom selected from the  
group: O, S, and N;

35  $\text{A}^2$  is a bond,  $-\text{NH}-\text{CR}^3\text{R}^4-\text{C}(=\text{O})-$ , an amino acid residue,



$A^3$  is a bond,  $-NH-CR^5R^6-C(=O)-$ , or an amino acid residue;

$A^4$  is a bond,  $-NH-CR^7R^8-C(=O)-$ , or an amino acid residue;

10

$A^5$  is a bond or an amino acid residue;

$A^7$  is a bond or an amino acid residue;

15  $A^8$  is an amino acid residue;

$A^9$  is an amino acid residue;

$R^1$  is selected from the group: H, F,

20

$C_1-C_6$  alkyl substituted with 0-3  $R^{1a}$ ,

$C_2-C_6$  alkenyl substituted with 0-3  $R^{1a}$ ,

$C_2-C_6$  alkynyl substituted with 0-3  $R^{1a}$ , and

$C_3-C_6$  cycloalkyl substituted with 0-3  $R^{1a}$ ;

25  $R^{1a}$  is selected at each occurrence from the group:

Cl, F, Br, I,  $CF_3$ ,  $CHF_2$ , OH, =O, SH,

$-CO_2R^{1b}$ ,  $-SO_2R^{1b}$ ,  $-SO_3R^{1b}$ ,  $-P(O)_2R^{1b}$ ,  $-P(O)_3R^{1b}$ ,

$-C(=O)NHR^{1b}$ ,  $-NHC(=O)R^{1b}$ ,  $-SO_2NHR^{1b}$ ,  $-OR^{1b}$ ,  $-SR^{1b}$ ,

$C_1-C_3$  alkyl,  $C_3-C_6$  cycloalkyl,  $C_1-C_6$  alkoxy,

30

$-S-(C_1-C_6 \text{ alkyl})$ ,

aryl substituted with 0-5  $R^{1c}$ ,

$-O-(CH_2)_q$ -aryl substituted with 0-5  $R^{1c}$ ,

$-S-(CH_2)_q$ -aryl substituted with 0-5  $R^{1c}$ , and

5-10 membered heterocyclic group consisting of carbon

35

atoms and 1-4 heteroatoms selected from the group:

O, S, and N, and substituted with 0-3  $R^{1c}$ ;

5

R<sup>1b</sup> is H,

C<sub>1</sub>-C<sub>4</sub> alkyl substituted with 0-3 R<sup>1c</sup>,

C<sub>2</sub>-C<sub>4</sub> alkenyl substituted with 0-3 R<sup>1c</sup>,

C<sub>2</sub>-C<sub>4</sub> alkynyl substituted with 0-3 R<sup>1c</sup>,

10 C<sub>3</sub>-C<sub>6</sub> cycloalkyl substituted with 0-5 R<sup>1c</sup>,

C<sub>3</sub>-C<sub>6</sub> carbocycle substituted with 0-5 R<sup>1c</sup>,

aryl substituted with 0-5 R<sup>1c</sup>, or

5-6 membered heterocyclic group consisting of carbon  
atoms and 1-4 heteroatoms selected from the group:

15 O, S, and N, said heterocyclic group substituted  
with 0-4 R<sup>1c</sup>;

R<sup>1c</sup> is selected at each occurrence from: C<sub>1</sub>-C<sub>4</sub> alkyl, Cl,

F, Br, I, OH, C<sub>1</sub>-C<sub>4</sub> alkoxy, -CN, -NO<sub>2</sub>, C(O)OR<sup>1d</sup>,

20 NR<sup>1d</sup>R<sup>1d</sup>, CF<sub>3</sub>, and OCF<sub>3</sub>;

R<sup>1d</sup> is H or C<sub>1</sub>-C<sub>4</sub> alkyl;

R<sup>2</sup> is H, F, or C<sub>1</sub>-C<sub>4</sub> alkyl;

25

R<sup>3</sup> is selected from the group: H,

C<sub>1</sub>-C<sub>6</sub> alkyl substituted with 0-4 R<sup>3a</sup>,

C<sub>2</sub>-C<sub>6</sub> alkenyl substituted with 0-4 R<sup>3a</sup>,

C<sub>2</sub>-C<sub>6</sub> alkynyl substituted with 0-4 R<sup>3a</sup>,

30 -(CH<sub>2</sub>)<sub>q</sub>- C<sub>3</sub>-C<sub>6</sub> cycloalkyl substituted with 0-4 R<sup>3b</sup>,

-(CH<sub>2</sub>)<sub>q</sub>-aryl substituted with 0-5 R<sup>3b</sup>, and

-(CH<sub>2</sub>)<sub>q</sub>-5-10 membered heterocyclic group consisting of  
carbon atoms and 1-4 heteroatoms selected from

the group: O, S, and N, and said heterocyclic

35 group is substituted with 0-2 R<sup>3b</sup>;

R<sup>3a</sup> is selected from the group: -CO<sub>2</sub>R<sup>11</sup>, -NR<sup>11</sup>R<sup>11</sup>, -OR<sup>11</sup>,

-SR<sup>11</sup>, -C(=NH)NH<sub>2</sub>, and aryl substituted with R<sup>10b</sup>;

5

R<sup>3b</sup> is selected from the group: -CO<sub>2</sub>H, -NH<sub>2</sub>, -OH, -SH, and  
-C(=NH)NH<sub>2</sub>;

10

R<sup>3c</sup> is, at each occurrence, independently selected from: H,  
C<sub>1</sub>-C<sub>6</sub> alkyl, -OH, and OR<sup>3d</sup>;

15

R<sup>3d</sup> is C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>2</sub>-C<sub>6</sub> alkenyl, C<sub>2</sub>-C<sub>6</sub> alkynyl,  
-(CH<sub>2</sub>)<sub>q</sub>- C<sub>3</sub>-C<sub>6</sub> cycloalkyl, -(CH<sub>2</sub>)<sub>q</sub>-aryl, or  
-(CH<sub>2</sub>)<sub>q</sub>-(5-10 membered heterocyclic group), wherein  
said heterocyclic group consists of carbon atoms  
and 1-4 heteroatoms selected from the group: O,  
S, and N;

20

R<sup>4</sup> is selected from the group: H, C<sub>1</sub>-C<sub>6</sub> alkyl, phenyl,  
phenylmethyl-, phenylethyl-, C<sub>3</sub>-C<sub>6</sub> cycloalkyl,  
C<sub>3</sub>-C<sub>6</sub> cycloalkylmethyl-, and C<sub>3</sub>-C<sub>6</sub> cycloalkylethyl-;

R<sup>5</sup> and R<sup>7</sup> are independently H or R<sup>3</sup>;

25

R<sup>6</sup> and R<sup>8</sup> are independently H or R<sup>4</sup>;

30

R<sup>9</sup> is selected from the group: -S(=O)R<sup>9a</sup>, -S(=O)<sub>2</sub>R<sup>9a</sup>,  
-C(=O)R<sup>9a</sup>, -C(=O)OR<sup>9a</sup>, -C(=O)NHR<sup>9a</sup>, C<sub>1</sub>-C<sub>3</sub> alkyl-R<sup>9a</sup>,  
C<sub>2</sub>-C<sub>6</sub> alkenyl-R<sup>9a</sup>, and C<sub>2</sub>-C<sub>6</sub> alkynyl-R<sup>9a</sup>;

35

R<sup>9a</sup> is selected from the group:  
C<sub>1</sub>-C<sub>6</sub> alkyl substituted with 0-3 R<sup>9b</sup>,  
C<sub>3</sub>-C<sub>6</sub> cycloalkyl substituted with 0-3 R<sup>9c</sup>,  
aryl substituted with 0-3 R<sup>9c</sup>, and  
5-14 membered heterocyclic group consisting of carbon  
atoms and 1-4 heteroatoms selected from the  
group: O, S, and N, and said heterocyclic group  
is substituted with 0-3 R<sup>9c</sup>;

5 R<sup>9b</sup> is selected from the group: phenyl, naphthyl, benzyl,  
and 5-10 membered heterocyclic group consisting of  
carbon atoms and 1-4 heteroatoms selected from the  
group: O, S, and N, and R<sup>9b</sup> is substituted with 0-3  
R<sup>9c</sup>;

10

R<sup>9c</sup> is selected at each occurrence from the group:

CF<sub>3</sub>, OCF<sub>3</sub>, Cl, F, Br, I, =O, OH, phenyl, C(O)OR<sup>11</sup>, NH<sub>2</sub>,  
NH(CH<sub>3</sub>), N(CH<sub>3</sub>)<sub>2</sub>, -CN, NO<sub>2</sub>;

C<sub>1</sub>-C<sub>4</sub> alkyl substituted with 0-3 R<sup>9d</sup>,

15

C<sub>1</sub>-C<sub>4</sub> alkoxy substituted with 0-3 R<sup>9d</sup>,

C<sub>3</sub>-C<sub>6</sub> cycloalkyl substituted with 0-3 R<sup>9d</sup>,

aryl substituted with 0-5 R<sup>9d</sup>, and

5-6 membered heterocyclic group consisting of carbon  
atoms and 1-4 heteroatoms selected from the

20

group: O, S, and N, and said heterocyclic group  
is substituted with 0-4 R<sup>9d</sup>;

R<sup>9d</sup> is selected at each occurrence from the group:

C<sub>1</sub>-C<sub>4</sub> alkyl, C<sub>1</sub>-C<sub>4</sub> alkoxy, CF<sub>3</sub>, OCF<sub>3</sub>, Cl, F, Br, I, =O,

25

OH, phenyl, C(O)OR<sup>11</sup>, NH<sub>2</sub>, NH(CH<sub>3</sub>), N(CH<sub>3</sub>)<sub>2</sub>, -CN, and  
NO<sub>2</sub>;

n is 1, 2, or 3; and

30

p is 1 or 2; and

q, at each occurrence, is independently 0, 1 or 2.

4. A compound according to Claim 3, wherein

35

R<sup>10</sup> is selected from the group: -CO<sub>2</sub>R<sup>11</sup>, -NR<sup>11</sup>R<sup>11</sup>, and C<sub>1</sub>-C<sub>6</sub>  
alkyl substituted with 0-1 R<sup>10a</sup>;

R<sup>10a</sup> is selected from the group: halo, -NO<sub>2</sub>, -CN, -CF<sub>3</sub>,

5        $-\text{CO}_2\text{R}^{11}$ ,  $-\text{NR}^{11}\text{R}^{11}$ ,  $-\text{OR}^{11}$ ,  $-\text{SR}^{11}$ ,  $-\text{C}(=\text{NH})\text{NH}_2$ , and aryl  
substituted with 0-1  $\text{R}^{10b}$ ;

$\text{R}^{10b}$  is selected from the group:  $-\text{CO}_2\text{H}$ ,  $-\text{NH}_2$ ,  $-\text{OH}$ ,  $-\text{SH}$ , and  
 $-\text{C}(=\text{NH})\text{NH}_2$ ;

10

$\text{R}^{10c}$  is H or  $\text{C}_1\text{-C}_4$  alkyl;

alternatively,  $\text{R}^{10}$  and  $\text{R}^{10c}$  can be combined to form a  $\text{C}_3\text{-C}_6$   
cycloalkyl group substituted with 0-1  $\text{R}^{10a}$ ;

15

$\text{R}^{11}$  is, at each occurrence, independently H or  $\text{C}_1\text{-C}_4$  alkyl;

$\text{R}^{11a}$  is H,  $\text{C}_1\text{-C}_4$  alkyl,  $\text{C}_1\text{-C}_4$  haloalkyl,  $\text{C}_2\text{-C}_4$  alkenyl,  
 $\text{C}_2\text{-C}_4$  alkynyl, aryl, aryl( $\text{C}_1\text{-C}_4$  alkyl)-,  
20        $\text{C}_3\text{-C}_6$  cycloalkyl, or  $\text{C}_3\text{-C}_6$  cycloalkyl( $\text{C}_1\text{-C}_4$  alkyl)-;

$\text{Q}^2$  is  $-\text{X-NR}^{12}\text{-Z}$ ,  $-\text{NR}^{12}\text{-Y-Z}$ , or  $-\text{X-NR}^{12}\text{-Y-Z}$ ;

X is selected from the group:  $-\text{C}(=\text{O})-$ ,  $-\text{S}-$ ,  $-\text{S}(=\text{O})-$ , and  
25        $-\text{S}(=\text{O})_2-$ ;

Y is selected from the group:  $-\text{C}(=\text{O})-$ ,  $-\text{S}-$ ,  $-\text{S}(=\text{O})-$ , and  
 $-\text{S}(=\text{O})_2-$ ;

30        $\text{R}^{12}$  is H or  $\text{C}_1\text{-C}_4$  alkyl;

Z is  $\text{C}_1\text{-C}_4$  haloalkyl,

$\text{C}_1\text{-C}_4$  alkyl substituted with 0-3  $\text{Z}^a$ ,  
 $\text{C}_2\text{-C}_4$  alkenyl substituted with 0-3  $\text{Z}^a$ ,  
35        $\text{C}_2\text{-C}_4$  alkynyl substituted with 0-3  $\text{Z}^a$ ,  
 $\text{C}_3\text{-C}_{10}$  cycloalkyl substituted with 0-5  $\text{Z}^b$ ,  
 $\text{C}_3\text{-C}_{10}$  carbocycle substituted with 0-5  $\text{Z}^b$ ,  
aryl substituted with 0-5  $\text{Z}^b$ ,



5 5-10 membered heterocyclic group consisting of carbon  
atoms and 1-4 heteroatoms selected from the group:  
O, S, and N, said heterocyclic group substituted  
with 0-4  $Z^b$ ;

an amino acid residue, or  
10  $-A^7-A^8-A^9$ ;

$Z^a$  is H, F, Cl, Br, I,  $-NO_2$ ,  $-CN$ ,  $-NCS$ ,  $-CF_3$ ,  $-OCF_3$ ,  $-$   
 $CH_3$ ,  $-OCH_3$ ,  $-CO_2R^{20}$ ,  $-C(=O)NR^{20}R^{20}$ ,  $-NHC(=O)R^{20}$ ,  $-$   
 $NR^{20}R^{20}$ ,  
15  $-OR^{20}$ ,  $-SR^{20}$ ,  $-S(=O)R^{20}$ ,  $-SO_2R^{20}$ ,  $-SO_2NR^{20}R^{20}$ ,  
 $C_1-C_4$  alkyl,  $C_1-C_4$  alkoxy,  $C_1-C_4$  haloalkyl,  
 $C_1-C_4$  haloalkoxy,

$C_3-C_{10}$  cycloalkyl substituted with 0-5  $Z^b$ ,  
20  $C_3-C_{10}$  carbocycle substituted with 0-5  $Z^b$ ,  
aryl substituted with 0-5  $Z^b$ , or  
5-10 membered heterocyclic group consisting of carbon  
atoms and 1-4 heteroatoms selected from the group:  
O, S, and N, said heterocyclic group substituted  
25 with 0-4  $Z^b$ ;

$Z^b$  is H, F, Cl, Br, I,  $-NO_2$ ,  $-CN$ ,  $-NCS$ ,  $-CF_3$ ,  $-OCF_3$ ,  $-$   
 $CH_3$ ,  $-OCH_3$ ,  $-CO_2R^{20}$ ,  $-C(=O)NR^{20}R^{20}$ ,  $-NHC(=O)R^{20}$ ,  $-$   
 $NR^{20}R^{20}$ ,  
30  $-OR^{20}$ ,  $-SR^{20}$ ,  $-S(=O)R^{20}$ ,  $-SO_2R^{20}$ ,  $-SO_2NR^{20}R^{20}$ ,  
 $C_1-C_4$  alkyl,  $C_1-C_4$  alkoxy,  $C_1-C_4$  haloalkyl,  
 $C_1-C_4$  haloalkoxy,

$C_3-C_{10}$  cycloalkyl substituted with 0-5  $Z^c$ ,  
35  $C_3-C_{10}$  carbocycle substituted with 0-5  $Z^c$ ,  
aryl substituted with 0-5  $Z^c$ , or  
5-10 membered heterocyclic group consisting of carbon  
atoms and 1-4 heteroatoms selected from the group:

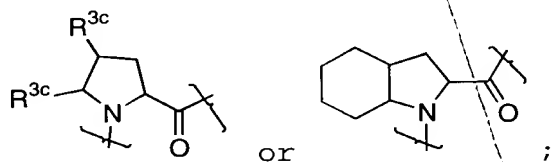
5 O, S, and N, said heterocyclic group substituted  
with 0-4 Z<sup>c</sup>;

10 Z<sup>c</sup> is H, F, Cl, Br, I, -NO<sub>2</sub>, -CN, -NCS, -CF<sub>3</sub>, -OCF<sub>3</sub>, -  
CH<sub>3</sub>, -OCH<sub>3</sub>, -CO<sub>2</sub>R<sup>20</sup>, -C(=O)NR<sup>20</sup>R<sup>20</sup>, -NHC(=O)R<sup>20</sup>, -  
NR<sup>20</sup>R<sup>20</sup>,  
-OR<sup>20</sup>, -SR<sup>20</sup>, -S(=O)R<sup>20</sup>, -SO<sub>2</sub>R<sup>20</sup>, -SO<sub>2</sub>NR<sup>20</sup>R<sup>20</sup>,  
C<sub>1</sub>-C<sub>4</sub> alkyl, C<sub>1</sub>-C<sub>4</sub> alkoxy, C<sub>1</sub>-C<sub>4</sub> haloalkyl, or C<sub>1</sub>-C<sub>4</sub>  
haloalkoxy;

15 R<sup>20</sup> is H, C<sub>1</sub>-C<sub>4</sub> alkyl, C<sub>1</sub>-C<sub>4</sub> haloalkyl, aryl,  
aryl(C<sub>1</sub>-C<sub>4</sub> alkyl)-, C<sub>3</sub>-C<sub>6</sub> cycloalkyl, or  
C<sub>3</sub>-C<sub>6</sub> cycloalkyl(C<sub>1</sub>-C<sub>4</sub> alkyl)-;

20 alternatively, NR<sup>20</sup>R<sup>20</sup> may form a piperidinyl, piperazinyl,  
or morpholinyl group;

A<sup>2</sup> is a bond, -NH-CR<sup>3</sup>R<sup>4</sup>-C(=O)-, an amino acid residue,



25 A<sup>3</sup> is a bond or an amino acid residue;

A<sup>4</sup> is a bond or an amino acid residue;

A<sup>5</sup> is a bond;

30

R<sup>1</sup> is selected from the group: H,

C<sub>1</sub>-C<sub>6</sub> alkyl substituted with 0-3 R<sup>1a</sup>,

C<sub>2</sub>-C<sub>6</sub> alkenyl substituted with 0-3 R<sup>1a</sup>,

C<sub>2</sub>-C<sub>6</sub> alkynyl substituted with 0-3 R<sup>1a</sup>, and

35 C<sub>3</sub>-C<sub>6</sub> cycloalkyl substituted with 0-3 R<sup>1a</sup>;

5 R<sup>1a</sup> is selected at each occurrence from the group:  
Cl, F, Br, I, CF<sub>3</sub>, CHF<sub>2</sub>, OH, =O, SH, -CO<sub>2</sub>R<sup>1b</sup>, -SO<sub>2</sub>R<sup>1b</sup>,  
-SO<sub>3</sub>R<sup>1b</sup>, -P(O)<sub>2</sub>R<sup>1b</sup>, -P(O)<sub>3</sub>R<sup>1b</sup>, -C(=O)NHR<sup>1b</sup>, -NHC(=O)R<sup>1b</sup>,  
-SO<sub>2</sub>NHR<sup>1b</sup>, -OR<sup>1b</sup>, -SR<sup>1b</sup>, C<sub>1</sub>-C<sub>3</sub> alkyl, C<sub>3</sub>-C<sub>6</sub> cycloalkyl,  
C<sub>1</sub>-C<sub>6</sub> alkoxy, -S-(C<sub>1</sub>-C<sub>6</sub> alkyl),  
10 aryl substituted with 0-5 R<sup>1c</sup>,  
-O-(CH<sub>2</sub>)<sub>q</sub>-aryl substituted with 0-5 R<sup>1c</sup>,  
-S-(CH<sub>2</sub>)<sub>q</sub>-aryl substituted with 0-5 R<sup>1c</sup>, and  
5-10 membered heterocyclic group consisting of carbon  
atoms and 1-4 heteroatoms selected from the group:  
15 O, S, and N, and substituted with 0-3 R<sup>1c</sup>;

R<sup>1b</sup> is H,  
C<sub>1</sub>-C<sub>4</sub> alkyl substituted with 0-3 R<sup>1c</sup>,  
C<sub>2</sub>-C<sub>4</sub> alkenyl substituted with 0-3 R<sup>1c</sup>,  
20 C<sub>2</sub>-C<sub>4</sub> alkynyl substituted with 0-3 R<sup>1c</sup>,  
C<sub>3</sub>-C<sub>6</sub> cycloalkyl substituted with 0-5 R<sup>1c</sup>,  
C<sub>3</sub>-C<sub>6</sub> carbocycle substituted with 0-5 R<sup>1c</sup>,  
aryl substituted with 0-5 R<sup>1c</sup>, or  
5-6 membered heterocyclic group consisting of carbon  
25 atoms and 1-4 heteroatoms selected from the group:  
O, S, and N, said heterocyclic group substituted  
with 0-4 R<sup>1c</sup>;

R<sup>1c</sup> is selected at each occurrence from: C<sub>1</sub>-C<sub>4</sub> alkyl, Cl,  
30 F, Br, I, OH, C<sub>1</sub>-C<sub>4</sub> alkoxy, -CN, -NO<sub>2</sub>, C(O)OR<sup>1d</sup>,  
NR<sup>1d</sup>R<sup>1d</sup>, CF<sub>3</sub>, and OCF<sub>3</sub>;

R<sup>1d</sup> is H or C<sub>1</sub>-C<sub>4</sub> alkyl;

35 R<sup>2</sup> is H or C<sub>1</sub>-C<sub>4</sub> alkyl;

R<sup>3</sup> is selected from the group: H,  
C<sub>1</sub>-C<sub>6</sub> alkyl substituted with 0-4 R<sup>3a</sup>,

5 C<sub>2</sub>-C<sub>6</sub> alkenyl substituted with 0-4 R<sup>3a</sup>,  
C<sub>2</sub>-C<sub>6</sub> alkynyl substituted with 0-4 R<sup>3a</sup>,  
-(CH<sub>2</sub>)<sub>q</sub>- C<sub>3</sub>-C<sub>6</sub> cycloalkyl substituted with 0-4 R<sup>3b</sup>,  
-(CH<sub>2</sub>)<sub>q</sub>-aryl substituted with 0-5 R<sup>3b</sup>, and  
10 -(CH<sub>2</sub>)<sub>q</sub>-5-10 membered heterocyclic group consisting of  
carbon atoms and 1-4 heteroatoms selected from  
the group: O, S, and N, and said heterocyclic  
group is substituted with 0-2 R<sup>3b</sup>;

R<sup>3a</sup> is selected from the group: -CO<sub>2</sub>R<sup>11</sup>, -NR<sup>11</sup>R<sup>11</sup>, -OR<sup>11</sup>,  
15 -SR<sup>11</sup>, -C(=NH)NH<sub>2</sub>, and aryl substituted with R<sup>10b</sup>;

R<sup>3b</sup> is selected from the group: -CO<sub>2</sub>H, - NH<sub>2</sub>, -OH, -SH, and  
-C(=NH)NH<sub>2</sub>;

20 R<sup>3c</sup> is, at each occurrence, independently selected from: H,  
C<sub>1</sub>-C<sub>6</sub> alkyl, -OH, and OR<sup>3d</sup>;

R<sup>3d</sup> is C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>2</sub>-C<sub>6</sub> alkenyl, C<sub>2</sub>-C<sub>6</sub> alkynyl,  
-(CH<sub>2</sub>)<sub>q</sub>- C<sub>3</sub>-C<sub>6</sub> cycloalkyl, -(CH<sub>2</sub>)<sub>q</sub>-aryl, or  
25 -(CH<sub>2</sub>)<sub>q</sub>-(5-10 membered heterocyclic group), wherein  
said heterocyclic group consists of carbon atoms  
and 1-4 heteroatoms selected from the group: O,  
S, and N;

30 R<sup>4</sup> is selected from the group: H, C<sub>1</sub>-C<sub>6</sub> alkyl, phenyl,  
phenylmethyl-, phenylethyl-, C<sub>3</sub>-C<sub>6</sub> cycloalkyl,  
C<sub>3</sub>-C<sub>6</sub> cycloalkylmethyl-, and C<sub>3</sub>-C<sub>6</sub> cycloalkylethyl-;

R<sup>9</sup> is selected from the group: -S(=O)<sub>2</sub>R<sup>9a</sup>, -C(=O)R<sup>9a</sup>,  
35 C<sub>1</sub>-C<sub>3</sub> alkyl-R<sup>9a</sup>, C<sub>2</sub>-C<sub>6</sub> alkenyl-R<sup>9a</sup>, and  
C<sub>2</sub>-C<sub>6</sub> alkynyl-R<sup>9a</sup>;

R<sup>9a</sup> is selected from the group:  
C<sub>1</sub>-C<sub>6</sub> alkyl substituted with 0-3 R<sup>9b</sup>,

5 C<sub>3</sub>-C<sub>6</sub> cycloalkyl substituted with 0-3 R<sup>9c</sup>,  
aryl substituted with 0-3 R<sup>9c</sup>, and  
5-14 membered heterocyclic group consisting of carbon  
atoms and 1-4 heteroatoms selected from the  
group: O, S, and N, and said heterocyclic group  
10 is substituted with 0-3 R<sup>9c</sup>;

R<sup>9b</sup> is selected from the group: phenyl, naphthyl, benzyl,  
and 5-10 membered heterocyclic group consisting of  
carbon atoms and 1-4 heteroatoms selected from the  
group: O, S, and N, and R<sup>9b</sup> is substituted with 0-3  
15 R<sup>9c</sup>;

R<sup>9c</sup> is selected at each occurrence from the group:  
CF<sub>3</sub>, OCF<sub>3</sub>, Cl, F, Br, I, =O, OH, phenyl, C(O)OR<sup>11</sup>, NH<sub>2</sub>,  
20 NH(CH<sub>3</sub>), N(CH<sub>3</sub>)<sub>2</sub>, -CN, NO<sub>2</sub>;  
C<sub>1</sub>-C<sub>4</sub> alkyl substituted with 0-3 R<sup>9d</sup>,  
C<sub>1</sub>-C<sub>4</sub> alkoxy substituted with 0-3 R<sup>9d</sup>,  
C<sub>3</sub>-C<sub>6</sub> cycloalkyl substituted with 0-3 R<sup>9d</sup>,  
aryl substituted with 0-5 R<sup>9d</sup>, and  
25 5-6 membered heterocyclic group consisting of carbon  
atoms and 1-4 heteroatoms selected from the  
group: O, S, and N, and said heterocyclic group  
is substituted with 0-4 R<sup>9d</sup>;

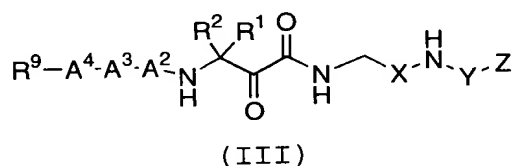
30 R<sup>9d</sup> is selected at each occurrence from the group:  
C<sub>1</sub>-C<sub>4</sub> alkyl, C<sub>1</sub>-C<sub>4</sub> alkoxy, CF<sub>3</sub>, OCF<sub>3</sub>, Cl, F, Br, I, =O,  
OH, phenyl, C(O)OR<sup>11</sup>, NH<sub>2</sub>, NH(CH<sub>3</sub>), N(CH<sub>3</sub>)<sub>2</sub>, -CN,  
and NO<sub>2</sub>;

35 n is 1 or 2; and

p is 1 or 2; and

q, at each occurrence, is independently 0, 1 or 2.  
40

- 5 5. A compound according to Claim 4, wherein the compound is of Formula (III):



- 10 or a stereoisomer or pharmaceutically acceptable salt form thereof, wherein;

R<sup>11</sup> is, at each occurrence, independently H or C<sub>1</sub>-C<sub>4</sub> alkyl;

- 15 X is -C(=O)-, -S-, -S(=O)-, or -S(=O)<sub>2</sub>-;

Y is -C(=O)- or -S(=O)<sub>2</sub>-;

Z is C<sub>1</sub>-C<sub>4</sub> haloalkyl,

- 20 C<sub>1</sub>-C<sub>4</sub> alkyl substituted with 0-3 Z<sup>a</sup>,  
C<sub>2</sub>-C<sub>4</sub> alkenyl substituted with 0-3 Z<sup>a</sup>,  
C<sub>2</sub>-C<sub>4</sub> alkynyl substituted with 0-3 Z<sup>a</sup>,  
C<sub>3</sub>-C<sub>10</sub> cycloalkyl substituted with 0-5 Z<sup>b</sup>,  
C<sub>3</sub>-C<sub>10</sub> carbocycle substituted with 0-5 Z<sup>b</sup>,  
25 aryl substituted with 0-5 Z<sup>b</sup>, or  
5-10 membered heterocyclic group consisting of carbon atoms and 1-4 heteroatoms selected from the group:  
pyridinyl, furanyl, thienyl, pyrrolyl, pyrazolyl,  
pyrazinyl, piperazinyl, piperidinyl, imidazolyl,  
30 imidazolidinyl, indolyl, tetrazolyl, isoxazolyl, morpholinyl, oxazolyl, oxazolidinyl,  
tetrahydrofuranyl, thiadiazinyl, thiadiazolyl, thiazolyl, triazinyl, triazolyl, benzimidazolyl,  
1H-indazolyl, benzofuranyl, benzothiofuranyl,  
35 benztetrazolyl, benzotriazolyl, benzisoxazolyl, benzoxazolyl, oxindolyl, benzoxazolinyl,  
benzthiazolyl, benzisothiazolyl, isatinoyl, isoquinolinyl, octahydroisoquinolinyl,

5 tetrahydroisoquinolinyl, tetrahydroquinolinyl,  
isoxazolopyridinyl, quinazolinyl, quinolinyl,  
isothiazolopyridinyl, thiazolopyridinyl,  
oxazolopyridinyl, imidazolopyridinyl, and  
pyrazolopyridinyl; said heterocyclic group  
10 substituted with 0-4 Z<sup>b</sup>;

Z<sup>a</sup> is H, F, Cl, Br, I, -NO<sub>2</sub>, -CN, -NCS, -CF<sub>3</sub>, -OCF<sub>3</sub>, -  
CH<sub>3</sub>, -OCH<sub>3</sub>, -CO<sub>2</sub>R<sup>20</sup>, -C(=O)NR<sup>20</sup>R<sup>20</sup>, -NHC(=O)R<sup>20</sup>, -  
NR<sup>20</sup>R<sup>20</sup>,  
15 -OR<sup>20</sup>, -SR<sup>20</sup>, -S(=O)R<sup>20</sup>, -SO<sub>2</sub>R<sup>20</sup>, -SO<sub>2</sub>NR<sup>20</sup>R<sup>20</sup>,  
C<sub>1</sub>-C<sub>4</sub> alkyl, C<sub>1</sub>-C<sub>4</sub> alkoxy, C<sub>1</sub>-C<sub>4</sub> haloalkyl,  
C<sub>1</sub>-C<sub>4</sub> haloalkoxy,

C<sub>3</sub>-C<sub>10</sub> cycloalkyl substituted with 0-5 Z<sup>b</sup>,  
20 C<sub>3</sub>-C<sub>10</sub> carbocycle substituted with 0-5 Z<sup>b</sup>,  
aryl substituted with 0-5 Z<sup>b</sup>, or  
5-10 membered heterocyclic group consisting of carbon  
atoms and 1-4 heteroatoms selected from the group:  
pyridinyl, furanyl, thienyl, pyrrolyl, pyrazolyl,  
25 pyrazinyl, piperazinyl, piperidinyl, imidazolyl,  
imidazolidinyl, indolyl, tetrazolyl, isoxazolyl,  
morpholinyl, oxazolyl, oxazolidinyl,  
tetrahydrofuranlyl, thiadiazinyl, thiadiazolyl,  
thiazolyl, triazinyl, triazolyl, benzimidazolyl,  
30 1H-indazolyl, benzofuranlyl, benzothiofuranlyl,  
benztetrazolyl, benzotriazolyl, benzisoxazolyl,  
benzoxazolyl, oxindolyl, benzoxazolinyl,  
benzthiazolyl, benzisothiazolyl, isatinoyl,  
isoquinolinyl, octahydroisoquinolinyl,  
35 tetrahydroisoquinolinyl, tetrahydroquinolinyl,  
isoxazolopyridinyl, quinazolinyl, quinolinyl,  
isothiazolopyridinyl, thiazolopyridinyl,  
oxazolopyridinyl, imidazolopyridinyl, and  
pyrazolopyridinyl; said heterocyclic group  
40 substituted with 0-4 Z<sup>b</sup>;

5

$Z^b$  is H, F, Cl, Br, I,  $-NO_2$ ,  $-CN$ ,  $-NCS$ ,  $-CF_3$ ,  $-OCF_3$ ,  $-CH_3$ ,  $-OCH_3$ ,  $-CO_2R^{20}$ ,  $-C(=O)NR^{20}R^{20}$ ,  $-NHC(=O)R^{20}$ ,  $-NR^{20}R^{20}$ ,

10

$-OR^{20}$ ,  $-SR^{20}$ ,  $-S(=O)R^{20}$ ,  $-SO_2R^{20}$ ,  $-SO_2NR^{20}R^{20}$ ,  $C_1-C_4$  alkyl,  $C_1-C_4$  alkoxy,  $C_1-C_4$  haloalkyl,  $C_1-C_4$  haloalkoxy,

15

$C_3-C_{10}$  cycloalkyl substituted with 0-5  $Z^c$ ,  $C_3-C_{10}$  carbocycle substituted with 0-5  $Z^c$ , aryl substituted with 0-5  $Z^c$ , or

20

5-10 membered heterocyclic group consisting of carbon atoms and 1-4 heteroatoms selected from the group:

25

pyridinyl, furanyl, thienyl, pyrrolyl, pyrazolyl, pyrazinyl, piperazinyl, piperidinyl, imidazolyl, imidazolidinyl, indolyl, tetrazolyl, isoxazolyl, morpholinyl, oxazolyl, oxazolidinyl, tetrahydrofuranyl, thiadiazinyl, thiadiazolyl, thiazolyl, triazinyl, triazolyl, benzimidazolyl, 1H-indazolyl, benzofuranyl, benzothiofuranyl, benztetrazolyl, benzotriazolyl, benzisoxazolyl, benzoxazolyl, oxindolyl, benzoxazolinyl, benzthiazolyl, benzisothiazolyl, isatinoyl, isoquinolinyl, octahydroisoquinolinyl, tetrahydroisoquinolinyl, tetrahydroquinolinyl, isoxazolopyridinyl, quinazolinyl, quinolinyl, isothiazolopyridinyl, thiazolopyridinyl, oxazolopyridinyl, imidazolopyridinyl, and pyrazolopyridinyl; said heterocyclic group substituted with 0-4  $Z^c$ ;

35

$Z^c$  is H, F, Cl, Br, I,  $-NO_2$ ,  $-CN$ ,  $-NCS$ ,  $-CF_3$ ,  $-OCF_3$ ,  $-CH_3$ ,  $-OCH_3$ ,  $-CO_2R^{20}$ ,  $-C(=O)NR^{20}R^{20}$ ,  $-NHC(=O)R^{20}$ ,  $-NR^{20}R^{20}$ ,  $-OR^{20}$ ,  $-SR^{20}$ ,  $-S(=O)R^{20}$ ,  $-SO_2R^{20}$ ,  $-SO_2NR^{20}R^{20}$ ,

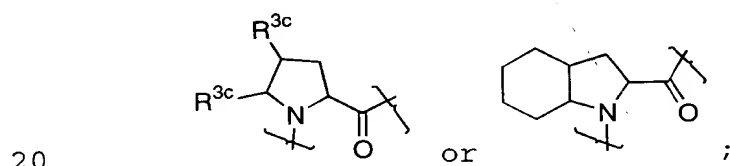


5 C<sub>1</sub>-C<sub>4</sub> alkyl, C<sub>1</sub>-C<sub>4</sub> alkoxy, C<sub>1</sub>-C<sub>4</sub> haloalkyl, or C<sub>1</sub>-C<sub>4</sub> haloalkoxy;

R<sup>20</sup> is H, C<sub>1</sub>-C<sub>4</sub> alkyl, C<sub>1</sub>-C<sub>4</sub> haloalkyl, aryl,  
10 aryl(C<sub>1</sub>-C<sub>4</sub> alkyl)-, C<sub>3</sub>-C<sub>6</sub> cycloalkyl, or  
C<sub>3</sub>-C<sub>6</sub> cycloalkyl(C<sub>1</sub>-C<sub>4</sub> alkyl)-;

alternatively, NR<sup>20</sup>R<sup>20</sup> may form a piperidinyl, piperazinyl,  
or morpholinyl group;

15 A<sup>2</sup> is a bond, -NH-CR<sup>3</sup>R<sup>4</sup>-C(=O)-, Ala, Arg, Asn, Asp, Aze,  
Cha, Cys, Dpa, Gln, Glu, Gly, His, Hyp, Ile, Irg, Leu,  
Lys, Met, Orn, Phe, Phe(4-fluoro), Pro, Sar, Ser, Thr,  
Trp, Tyr, Val,



A<sup>3</sup> is a bond, Ala, Arg, Asn, Asp, Aze, Cha, Cys, Dpa, Gln,  
Glu, Gly, His, Hyp, Ile, Irg, Leu, Lys, Met, Orn, Phe,  
Phe(4-fluoro), Pro, Sar, Ser, Thr, Trp, Tyr, or Val;

25 A<sup>4</sup> is a bond, Ala, Arg, Asn, Asp, Aze, Cha, Cys, Dpa, Gln,  
Glu, Gly, His, Hyp, Ile, Irg, Leu, Lys, Met, Orn, Phe,  
Phe(4-fluoro), Pro, Sar, Ser, Thr, Trp, Tyr, or Val;

30 R<sup>1</sup> is selected from the group: H,  
C<sub>1</sub>-C<sub>6</sub> alkyl substituted with 0-3 R<sup>1a</sup>,  
C<sub>2</sub>-C<sub>6</sub> alkenyl substituted with 0-3 R<sup>1a</sup>,  
C<sub>2</sub>-C<sub>6</sub> alkynyl substituted with 0-3 R<sup>1a</sup>, and  
C<sub>3</sub>-C<sub>6</sub> cycloalkyl substituted with 0-3 R<sup>1a</sup>;

35 R<sup>1a</sup> is selected at each occurrence from the group:  
Cl, F, Br, I, CF<sub>3</sub>, CHF<sub>2</sub>, OH, =O, SH, -CO<sub>2</sub>R<sup>1b</sup>, -SO<sub>2</sub>R<sup>1b</sup>,

5 -SO<sub>3</sub>R<sup>1b</sup>, -P(O)<sub>2</sub>R<sup>1b</sup>, -P(O)<sub>3</sub>R<sup>1b</sup>, -C(=O)NHR<sup>1b</sup>, -NHC(=O)R<sup>1b</sup>,  
-SO<sub>2</sub>NHR<sup>1b</sup>, -OR<sup>1b</sup>, -SR<sup>1b</sup>, C<sub>1</sub>-C<sub>3</sub> alkyl, C<sub>3</sub>-C<sub>6</sub> cycloalkyl,  
C<sub>1</sub>-C<sub>6</sub> alkoxy, -S-(C<sub>1</sub>-C<sub>6</sub> alkyl),  
aryl substituted with 0-5 R<sup>1c</sup>,  
-O-(CH<sub>2</sub>)<sub>q</sub>-aryl substituted with 0-5 R<sup>1c</sup>,  
10 -S-(CH<sub>2</sub>)<sub>q</sub>-aryl substituted with 0-5 R<sup>1c</sup>, and  
5-10 membered heterocyclic group consisting of carbon  
atoms and 1-4 heteroatoms selected from the group:  
pyridinyl, furanyl, thienyl, pyrrolyl, pyrazolyl,  
pyrazinyl, piperazinyl, piperidinyl, imidazolyl,  
15 imidazolidinyl, indolyl, tetrazolyl, isoxazolyl,  
morpholinyl, oxazolyl, oxazolidinyl,  
tetrahydrofuranyl, thiadiazinyl, thiadiazolyl,  
thiazolyl, triazinyl, triazolyl, benzimidazolyl,  
1*H*-indazolyl, benzofuranyl, benzothiofuranyl,  
20 benztetrazolyl, benzotriazolyl, benzisoxazolyl,  
benzoxazolyl, oxindolyl, benzoxazolinyll,  
benzthiazolyl, benzisothiazolyl, isatinoyl,  
isoquinolinyl, octahydroisoquinolinyl,  
tetrahydroisoquinolinyl, tetrahydroquinolinyl,  
25 isoxazolopyridinyl, quinazolinyl, quinolinyl,  
isothiazolopyridinyl, thiazolopyridinyl,  
oxazolopyridinyl, imidazolopyridinyl, and  
pyrazolopyridinyl; and substituted with 0-3 R<sup>1c</sup>;

30 R<sup>1b</sup> is H,

C<sub>1</sub>-C<sub>4</sub> alkyl substituted with 0-3 R<sup>1c</sup>,  
C<sub>2</sub>-C<sub>4</sub> alkenyl substituted with 0-3 R<sup>1c</sup>,  
C<sub>2</sub>-C<sub>4</sub> alkynyl substituted with 0-3 R<sup>1c</sup>,  
C<sub>3</sub>-C<sub>6</sub> cycloalkyl substituted with 0-5 R<sup>1c</sup>,  
35 C<sub>3</sub>-C<sub>6</sub> carbocycle substituted with 0-5 R<sup>1c</sup>,  
aryl substituted with 0-5 R<sup>1c</sup>, or  
5-6 membered heterocyclic group consisting of carbon  
atoms and 1-4 heteroatoms selected from the group:  
pyridinyl, furanyl, thienyl, pyrrolyl, pyrazolyl,  
40 pyrazinyl, piperazinyl, piperidinyl, imidazolyl,

5 imidazolidinyl, indolyl, tetrazolyl, isoxazolyl,  
morpholinyl, oxazolyl, oxazolidinyl,  
tetrahydrofuranyl, thiadiazinyl, thiadiazolyl,  
thiazolyl, triazinyl, and triazolyl; said  
heterocyclic group substituted with 0-3 R<sup>1c</sup>;

10 R<sup>1c</sup> is selected at each occurrence from: C<sub>1</sub>-C<sub>4</sub> alkyl, Cl,  
F, Br, I, OH, C<sub>1</sub>-C<sub>4</sub> alkoxy, -CN, -NO<sub>2</sub>, C(O)OR<sup>1d</sup>,  
NR<sup>1d</sup>R<sup>1d</sup>, CF<sub>3</sub>, and OCF<sub>3</sub>;

15 R<sup>1d</sup> is H or C<sub>1</sub>-C<sub>4</sub> alkyl;

R<sup>2</sup> is H or C<sub>1</sub>-C<sub>4</sub> alkyl;

R<sup>3</sup> is selected from the group: H,  
20 C<sub>1</sub>-C<sub>6</sub> alkyl substituted with 0-4 R<sup>3a</sup>,  
C<sub>2</sub>-C<sub>6</sub> alkenyl substituted with 0-4 R<sup>3a</sup>,  
C<sub>2</sub>-C<sub>6</sub> alkynyl substituted with 0-4 R<sup>3a</sup>,  
-(CH<sub>2</sub>)<sub>q</sub>- C<sub>3</sub>-C<sub>6</sub> cycloalkyl substituted with 0-4 R<sup>3b</sup>,  
-(CH<sub>2</sub>)<sub>q</sub>-aryl substituted with 0-5 R<sup>3b</sup>, and  
25 -(CH<sub>2</sub>)<sub>q</sub>-5-10 membered heterocyclic group consisting of  
carbon atoms and 1-4 heteroatoms selected from  
the group: pyridinyl, furanyl, thienyl, pyrrolyl,  
pyrazolyl, pyrazinyl, piperazinyl, piperidinyl,  
imidazolyl, imidazolidinyl, indolyl, tetrazolyl,  
30 isoxazolyl, morpholinyl, oxazolyl, oxazolidinyl,  
tetrahydrofuranyl, thiadiazinyl, thiadiazolyl,  
thiazolyl, triazinyl, triazolyl, benzimidazolyl,  
1H-indazolyl, benzofuranyl, benzothiofuranyl,  
benztetrazolyl, benzotriazolyl, benzisoxazolyl,  
35 benzoxazolyl, oxindolyl, benzoxazolinyl,  
benzthiazolyl, benzisothiazolyl, isatinoyl,  
isoquinolinyl, octahydroisoquinolinyl,  
tetrahydroisoquinolinyl, tetrahydroquinolinyl,  
isoxazolopyridinyl, quinazolinyl, quinolinyl,  
40 isothiazolopyridinyl, thiazolopyridinyl,

5                   oxazolopyridinyl, imidazolopyridinyl, and  
pyrazolopyridinyl; and said heterocyclic group is  
substituted with 0-2 R<sup>3b</sup>;

R<sup>3a</sup> is selected from the group: -CO<sub>2</sub>R<sup>11</sup>, -NR<sup>11</sup>R<sup>11</sup>, -OR<sup>11</sup>,  
10               -SR<sup>11</sup>, -C(=NH)NH<sub>2</sub>, and aryl substituted with R<sup>10b</sup>;

R<sup>3b</sup> is selected from the group: -CO<sub>2</sub>H, -NH<sub>2</sub>, -OH, -SH, and  
-C(=NH)NH<sub>2</sub>;

15   R<sup>3c</sup> is, at each occurrence, independently selected from: H,  
C<sub>1</sub>-C<sub>6</sub> alkyl, -OH, and OR<sup>3d</sup>;

R<sup>3d</sup> is C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>2</sub>-C<sub>6</sub> alkenyl, C<sub>2</sub>-C<sub>6</sub> alkynyl,  
-(CH<sub>2</sub>)<sub>q</sub>-C<sub>3</sub>-C<sub>6</sub> cycloalkyl, -(CH<sub>2</sub>)<sub>q</sub>-aryl, or  
20               -(CH<sub>2</sub>)<sub>q</sub>-(5-10 membered heterocyclic group), wherein  
said heterocyclic group consists of carbon atoms  
and 1-4 heteroatoms selected from the group: O,  
S, and N;

25   R<sup>4</sup> is selected from the group: H, C<sub>1</sub>-C<sub>6</sub> alkyl, phenyl,  
phenylmethyl-, phenylethyl-, C<sub>3</sub>-C<sub>6</sub> cycloalkyl,  
C<sub>3</sub>-C<sub>6</sub> cycloalkylmethyl-, and C<sub>3</sub>-C<sub>6</sub> cycloalkylethyl-;

R<sup>9</sup> is selected from -S(=O)<sub>2</sub>R<sup>9a</sup> and -C(=O)R<sup>9a</sup>;

30

R<sup>9a</sup> is selected from the group:

phenyl substituted with 0-3 R<sup>9c</sup>,  
naphthyl substituted with 0-3 R<sup>9c</sup>, and  
5-14 membered heterocyclic group consisting of carbon  
35               atoms and 1-4 heteroatoms selected from the  
group: pyridinyl, furanyl, thienyl, pyrrolyl,  
pyrazolyl, pyrazinyl, piperazinyl, piperidinyl,  
imidazolyl, imidazolidinyl, indolyl, tetrazolyl,  
isoxazolyl, morpholinyl, oxazolyl, oxazolidinyl,  
40               tetrahydrofuranyl, thiadiazinyl, thiadiazolyl,

5 thiazolyl, triazinyl, triazolyl, benzimidazolyl,  
1H-indazolyl, benzofuranyl, benzothiofuranyl,  
benztetrazolyl, benzotriazolyl, benzisoxazolyl,  
benzoxazolyl, oxindolyl, benzoxazoliny,   
10 benzthiazolyl, benzisothiazolyl, isatinoyl,  
isoquinoliny, octahydroisoquinoliny,   
tetrahydroisoquinoliny, tetrahydroquinoliny,   
isoxazolopyridiny, quinazoliny, quinoliny,   
isothiazolopyridiny, thiazolopyridiny,   
15 oxazolopyridiny, imidazolopyridiny, and  
pyrazolopyridiny; and said heterocyclic group is  
substituted with 0-3 R<sup>9c</sup>;

R<sup>9c</sup> is selected at each occurrence from the group:

CF<sub>3</sub>, OCF<sub>3</sub>, Cl, F, Br, I, =O, OH, phenyl, C(O)OR<sup>11</sup>, NH<sub>2</sub>,  
20 NH(CH<sub>3</sub>), N(CH<sub>3</sub>)<sub>2</sub>, -CN, NO<sub>2</sub>;  
C<sub>1</sub>-C<sub>4</sub> alkyl substituted with 0-3 R<sup>9d</sup>,  
C<sub>1</sub>-C<sub>4</sub> alkoxy substituted with 0-3 R<sup>9d</sup>,  
C<sub>3</sub>-C<sub>6</sub> cycloalkyl substituted with 0-3 R<sup>9d</sup>,  
aryl substituted with 0-5 R<sup>9d</sup>, and  
25 5-6 membered heterocyclic group consisting of carbon  
atoms and 1-4 heteroatoms selected from the  
group: pyridiny, furanyl, thienyl, pyrrolyl,  
pyrazolyl, pyraziny, piperaziny, piperidiny,  
imidazolyl, imidazolidiny, indolyl, tetrazolyl,  
30 isoxazolyl, morpholiny, oxazolyl, oxazolidiny,  
tetrahydrofuranyl, thiadiaziny, thiadiazolyl,  
thiazolyl, triazinyl, and triazolyl; said  
heterocyclic group is substituted with 0-4 R<sup>9d</sup>;

35 R<sup>9d</sup> is selected at each occurrence from the group:

C<sub>1</sub>-C<sub>4</sub> alkyl, C<sub>1</sub>-C<sub>4</sub> alkoxy, CF<sub>3</sub>, OCF<sub>3</sub>, Cl, F, Br, I, =O,  
OH, phenyl, C(O)OR<sup>11</sup>, NH<sub>2</sub>, NH(CH<sub>3</sub>), N(CH<sub>3</sub>)<sub>2</sub>, -CN,  
and NO<sub>2</sub>;

40 p is 1 or 2; and

5

q, at each occurrence, is independently 0, 1 or 2.

6. A compound of Claim 5, wherein

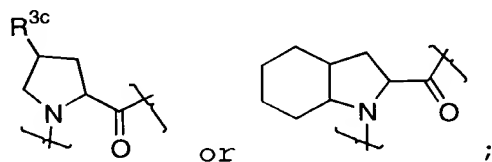
10 X is  $-C(=O)-$ ;

Y is  $-S(=O)_2-$ ;

Z is selected from the group:

15 methyl, ethyl, propyl, trifluoromethyl,  
phenyl, benzyl, 4-phenyl-phenyl, 4-NCS-phenyl,  
2-fluorophenyl-, 3-fluorophenyl-, 4-fluorophenyl-,  
2-chlorophenyl-, 3-chlorophenyl-, 4-chlorophenyl-,  
2-cyanophenyl-, 3-cyanophenyl-, 4-cyanophenyl-,  
20 2-nitrophenyl-, 3-nitrophenyl-, 4-nitrophenyl-,  
2-CF<sub>3</sub>SO<sub>2</sub>-phenyl-, 3-CF<sub>3</sub>SO<sub>2</sub>-phenyl-, 4-CF<sub>3</sub>SO<sub>2</sub>-phenyl-,  
2-CF<sub>3</sub>-phenyl-, 3-CF<sub>3</sub>-phenyl-, 4-CF<sub>3</sub>-phenyl-,  
3-NO<sub>2</sub>-4-Cl-phenyl-, 3-Cl-4-CH<sub>3</sub>-phenyl-,  
2-Cl-5-CF<sub>3</sub>-phenyl-, 2-Cl-5-CO<sub>2</sub>H-phenyl-,  
25 3-NO<sub>2</sub>-4-CH<sub>3</sub>-phenyl-, 3-Cl-5-NH<sub>2</sub>SO<sub>2</sub>-phenyl-,  
3,5-diCF<sub>3</sub>-phenyl-, 3,4-diCF<sub>3</sub>-phenyl-,  
3,5-diCl-phenyl-, 2,5-diCl-phenyl-, 3,4-diCl-phenyl-,  
3,5-diF-phenyl-, 2,5-diF-phenyl-, 3,4-diF-phenyl-,  
2-F-4-Cl-5-CO<sub>2</sub>H-phenyl-, 2,4-diCl-5-CO<sub>2</sub>H-phenyl-,  
30 2,4-diCl-5-CH<sub>3</sub>CO<sub>2</sub>-phenyl-, 2,4-diCl-5-CH<sub>3</sub>-phenyl-,  
2-OH-3,5-diCl-phenyl-, 2,4,5-triCl-phenyl-,  
3,5-diCl-4-(4-NO<sub>2</sub>phenyl)phenyl-,  
2-Cl-5-benzylNHCO-phenyl-, 2-Cl-5-CF<sub>3</sub>CH<sub>2</sub>NHCO-phenyl-,  
2-Cl-5-cyclopropylmethylNHCO-phenyl-,  
35 2-Cl-4-CH<sub>3</sub>CONH-phenyl-, 3-Cl-5-(phenylCONHSO<sub>2</sub>)-phenyl-,  
3-Cl-5-CH<sub>3</sub>CONH-phenyl-, 5-ethoxy-benzothiazol-2-yl,  
naphth-2-yl, (CH<sub>3</sub>CONH)thiadiazolyl-,  
(s-butylCONH)thiadiazolyl-, (n-pentylCONH)thiadiazolyl-,  
(phenylCONH)thiadiazolyl-, and  
40 (3-ClphenylCONH)thiadiazolyl-,

- 5 A<sup>2</sup> is a bond, Ala, Arg, Asn, Asp, Aze, Cha, Cys, Dpa, Gln, Glu, Gly, His, Hyp, Ile, Irg, Leu, Lys, Met, Orn, Phe, Phe(4-fluoro), Pro, Sar, Ser, Thr, Trp, Tyr, Val;



10

- A<sup>3</sup> is a bond, Ala, Arg, Asn, Asp, Aze, Cha, Cys, Dpa, Gln, Glu, Gly, His, Hyp, Ile, Irg, Leu, Lys, Met, Orn, Phe, Phe(4-fluoro), Pro, Sar, Ser, Thr, Trp, Tyr, or Val;

- 15 A<sup>3</sup> is a bond, Ala, Arg, Asn, Asp, Aze, Cha, Cys, Dpa, Gln, Glu, Gly, His, Hyp, Ile, Irg, Leu, Lys, Met, Orn, Phe, Phe(4-fluoro), Pro, Sar, Ser, Thr, Trp, Tyr, or Val;

R<sup>1</sup> is selected from the group:

- 20 -CH<sub>2</sub>CH<sub>3</sub>, -CH<sub>2</sub>CH<sub>2</sub>CH<sub>3</sub>, -CH(CH<sub>3</sub>)<sub>2</sub>, -CH<sub>2</sub>CH<sub>2</sub>CH<sub>2</sub>CH<sub>3</sub>,  
 -CH<sub>2</sub>CH(CH<sub>3</sub>)<sub>2</sub>, -CH<sub>2</sub>C(CH<sub>3</sub>)<sub>3</sub>, -CH<sub>2</sub>CH<sub>2</sub>C(CH<sub>3</sub>)<sub>3</sub>,  
 -CH<sub>2</sub>CH<sub>2</sub>CH<sub>2</sub>C(CH<sub>3</sub>)<sub>3</sub>, -CH<sub>2</sub>CH<sub>2</sub>CH<sub>2</sub>CH(CH<sub>3</sub>)<sub>2</sub>,  
 -CH<sub>2</sub>CH<sub>2</sub>CH<sub>2</sub>CH(CH<sub>2</sub>CH<sub>3</sub>)<sub>2</sub>, -CH<sub>2</sub>CH<sub>2</sub>CH<sub>2</sub>CH<sub>2</sub>CH<sub>3</sub>,  
 -CH<sub>2</sub>CH<sub>2</sub>CH(CH<sub>3</sub>)<sub>2</sub>, -CH<sub>2</sub>CH<sub>2</sub>CH<sub>2</sub>CH<sub>2</sub>CH<sub>2</sub>CH<sub>3</sub>,  
 25 -CH<sub>2</sub>CF<sub>3</sub>, -CH<sub>2</sub>CH<sub>2</sub>CF<sub>3</sub>, -CH<sub>2</sub>CH<sub>2</sub>CH<sub>2</sub>CF<sub>3</sub>,  
 -CH<sub>2</sub>CHF<sub>2</sub>, -CH<sub>2</sub>CH<sub>2</sub>CHF<sub>2</sub>, -CH<sub>2</sub>CH<sub>2</sub>CH<sub>2</sub>CHF<sub>2</sub>,  
 -CH=CH<sub>2</sub>, -CH<sub>2</sub>CH=CH<sub>2</sub>, -CH=CHCH<sub>3</sub>, cis-CH<sub>2</sub>CH=CH(CH<sub>3</sub>),  
 trans-CH<sub>2</sub>CH=CH(CH<sub>3</sub>), -CH<sub>2</sub>CH<sub>2</sub>CH=CH, -CH<sub>2</sub>CH=C(CH<sub>3</sub>)<sub>2</sub>,  
 -CH<sub>2</sub>CH<sub>2</sub>CH=C(CH<sub>3</sub>)<sub>2</sub>,  
 30 -CH<sub>2</sub>CO<sub>2</sub>H, -CH<sub>2</sub>CH<sub>2</sub>CO<sub>2</sub>H, -CH<sub>2</sub>CO<sub>2</sub>C(CH<sub>3</sub>)<sub>3</sub>,  
 -CH<sub>2</sub>CH<sub>2</sub>CO<sub>2</sub>C(CH<sub>3</sub>)<sub>3</sub>, -CH<sub>2</sub>CH<sub>2</sub>CH<sub>2</sub>CH<sub>2</sub>NH<sub>2</sub>,  
 phenyl, benzyl, phenethyl, phenpropyl, phenbutyl,  
 (2-methylphenyl)ethyl-, (3-methylphenyl)ethyl-,  
 (4-methylphenyl)ethyl-, (4-ethylphenyl)ethyl-,  
 35 (4-i-propylphenyl)ethyl-, (4-t-butylphenyl)ethyl-,  
 (4-hydroxyphenyl)ethyl-, (4-phenyl-phenyl)ethyl-,  
 (4-phenoxy-phenyl)ethyl-, (4-cyclohexyl-phenyl)ethyl-,  
 (4-cyclopropyl-phenyl)ethyl-,

5 (2,5-dimethylphenyl)ethyl-,  
 (2,4-dimethylphenyl)ethyl-, (2,6-difluorophenyl)ethyl-,  
 (4-cyclopentyl-phenyl)ethyl-,  
 (4-cyclobutyl-phenyl)ethyl-,  
 (2-trifluoromethylphenyl)ethyl-,  
 10 (3-trifluoromethylphenyl)ethyl-,  
 (4-trifluoromethylphenyl)ethyl-,  
 (2-fluorophenyl)ethyl-, (3-fluorophenyl)ethyl-,  
 (4-fluorophenyl)ethyl-, (2-chlorophenyl)ethyl-,  
 (3-chlorophenyl)ethyl-, (4-chlorophenyl)ethyl-,  
 15 (2-bromophenyl)ethyl-, (3-bromophenyl)ethyl-,  
 (4-bromophenyl)ethyl-,  
 (2,3,4,5,6-pentafluorophenyl)ethyl-,  
 (naphth-2-yl)ethyl, (cyclobutyl)methyl,  
 (cyclobutyl)ethyl, (cyclobutyl)propyl, cyclopropyl,  
 20 cyclobutyl, cyclopentyl, and cyclohexyl;

$R^2$  is H, methyl, or ethyl;

25  $R^{3c}$  is H, methyl, ethyl, -OH, methoxy, ethoxy, propoxy,  
 phenoxy, or benzyloxy; and

$R^9$  is selected from:

2-pyrazinyl-carbonyl-,  
 4-(N-pyrrolyl)phenyl-carbonyl-,  
 30 5-(4-chlorophenyl)furan-2-yl-carbonyl-,  
 1-anthracenyl-carbonyl-,  
 7-nitro-anthracen-1-yl-carbonyl-,  
 (3-phenyl-2-cyanomethoxyphenyl)carbonyl-,  
 5-(2-Cl-3-CF<sub>3</sub>-phenyl)-furan-2-yl-carbonyl-,  
 35 5-(4-Cl-phenyl)-furan-2-yl-carbonyl-,  
 5-(pyrid-2-yl)-thiophen-2-yl-carbonyl-,  
 (2-methoxyphenyl)ethylcarbonyl-,  
 (3-benzopyrrolyl)ethylcarbonyl-,  
 (N-phenyl-5-propyl-imidazol-4-yl)-carbonyl-,  
 40 1-naphthyl-sulphonyl-, and  
 5-(isoxazol-2-yl)thiophen-2-yl-sulphonyl-.



5

7. A compound according to Claim 1, wherein the compound is selected from the group:

10 N-(2-pyrazinylcarbonyl)-L-leucyl-L-isoleucyl-3-cyclohexyl-L-alanyl-2-oxo-(3S)-3-amino pentanoylglycine;

(3S)-2-oxo-3-{{N-(2-pyrazinylcarbonyl)-L-leucyl-L-isoleucyl-3-cyclohexyl-L-alanyl}amino}-N-(2H-tetrazol-5-ylmethyl) pentanamide;

15

2-oxo-3-[[N-(2-pyrazinylcarbonyl)-L-leucyl-L-isoleucyl-3-cyclohexylalanyl]amino]-N-(sulfomethyl)pentanamide;

20

N-(2-pyrazinylcarbonyl)-L-leucyl-L-isoleucyl-3-cyclohexylalanyl-2-oxo-3-aminopentanoyl-N-[(2-nitrophenyl)sulfonyl]glycinamide;

25

N-(2-pyrazinylcarbonyl)-L-leucyl-L-isoleucyl-3-cyclohexylalanyl-2-oxo-3-aminopentanoyl-N-(methylsulfonyl)glycinamide;

30

N-(2-pyrazinylcarbonyl)-L-leucyl-L-isoleucyl-3-cyclohexylalanyl-2-oxo-3-aminopentanoyl-N-[(phenylmethyl)sulfonyl]glycinamide;

35

N-(2-pyrazinylcarbonyl)-L-leucyl-L-isoleucyl-3-cyclohexylalanyl-2-oxo-3-aminopentanoyl-N-[(trifluoromethyl)sulfonyl]glycinamide;

40

N-(2-pyrazinylcarbonyl)-L-leucyl-L-isoleucyl-3-cyclohexylalanyl-2-oxo-3-aminopentanoyl-N-[(2-nitrophenyl)sulfonyl]glycinamide;

5 N-(2-pyrazinylcarbonyl)-L-leucyl-L-isoleucyl-3-cyclohexylalanyl-2-oxo-3-aminopentanoyl- N-[(4-nitrophenyl)sulfonyl]glycinamide;

10 N-(2-pyrazinylcarbonyl)-L-leucyl-L-isoleucyl-3-cyclohexylalanyl-2-oxo-3-aminopentanoyl- N-[(4-fluorophenyl)sulfonyl]glycinamide;

15 N-(2-pyrazinylcarbonyl)-L-leucyl-L-isoleucyl-3-cyclohexyl-L-alanyl-2-oxo-(3 S)-3-amino pentanoyl-N-[(3-fluorophenyl)sulfonyl]glycinamide;

20 N-(2-pyrazinylcarbonyl)-L-leucyl-L-isoleucyl-3-cyclohexylalanyl-2-oxo-3-aminopentanoyl- N-[(2-fluorophenyl) sulfonyl]glycinamide;

25 N-(2-pyrazinylcarbonyl)-L-leucyl-L-isoleucyl-3-cyclohexylalanyl-2-oxo-3-aminopentanoyl- N-[(4-chlorophenyl) sulfonyl]glycinamide;

30 N-(2-pyrazinylcarbonyl)-L-leucyl-L-isoleucyl-3-cyclohexylalanyl-2-oxo-3-aminopentano yl-N-[(3-chlorophenyl) sulfonyl]glycinamide;

35 N-(2-pyrazinylcarbonyl)-L-leucyl-L-isoleucyl-3-cyclohexylalanyl-2-oxo-3-aminopentanoyl- N-[[4-(thionitroso) phenyl]sulfonyl]glycinamide;

40 N-(2-pyrazinylcarbonyl)-L-leucyl-L-isoleucyl-3-cyclohexylalanyl-2-oxo-3-aminopentanoyl- N-[[4-[(trifluoromethyl)sulfonyl]phenyl]sulfonyl]glycinamide;

N-(2-pyrazinylcarbonyl)-L-leucyl-L-isoleucyl-3-cyclohexylalanyl-2-oxo-3-aminopentanoyl- N-[[4-(trifluoromethyl)phenyl]sulfonyl]glycinamide;

5 N-(2-pyrazinylcarbonyl)-L-leucyl-L-isoleucyl-3-cyclohexylalanyl-2-oxo-3-aminopentanoyl- N-[(4-cyanophenyl)sulfonyl]glycinamide;

10 N-(2-pyrazinylcarbonyl)-L-leucyl-L-isoleucyl-3-cyclohexylalanyl-2-oxo-3-aminopentanoyl- N-[(3-chloro-4-methylphenyl)sulfonyl]glycinamide;

15 N-(2-pyrazinylcarbonyl)-L-leucyl-L-isoleucyl-3-cyclohexylalanyl-2-oxo-3-aminopentanoyl- N-[(4-chloro-3-nitrophenyl)sulfonyl]glycinamide;

20 N-(2-pyrazinylcarbonyl)-L-leucyl-L-isoleucyl-3-cyclohexylalanyl-2-oxo-3-aminopentanoyl- N-[(3,5-dichlorophenyl)sulfonyl]glycinamide;

25 N-(2-pyrazinylcarbonyl)-L-leucyl-L-isoleucyl-3-cyclohexylalanyl-2-oxo-3-aminopentanoyl- N-[(4-methyl-3-nitrophenyl)sulfonyl]glycinamide;

30 N-(2-pyrazinylcarbonyl)-L-leucyl-L-isoleucyl-3-cyclohexylalanyl-2-oxo-3-aminopentanoyl- N-[[2-chloro-5-(trifluoromethyl)phenyl]sulfonyl]glycinamide;

35 N-(2-pyrazinylcarbonyl)-L-leucyl-L-isoleucyl-3-cyclohexylalanyl-2-oxo-3-aminopentanoyl- N-[(5-carboxy-2-chlorophenyl)sulfonyl]glycinamide;

40 N-(2-pyrazinylcarbonyl)-L-leucyl-L-isoleucyl-3-cyclohexylalanyl-2-oxo-3-aminopentanoyl- N-[(2,5-dichlorophenyl)sulfonyl]glycinamide;

N-(2-pyrazinylcarbonyl)-L-leucyl-L-isoleucyl-3-cyclohexylalanyl-2-oxo-3-aminopentanoyl- N-[(3,4-difluorophenyl)sulfonyl]glycinamide;

5 N-(2-pyrazinylcarbonyl)-L-leucyl-L-isoleucyl-3-cyclohexylalanyl-2-oxo-3-aminopentanoyl- N-[(3,5-dichloro-2-hydroxyphenyl)sulfonyl]glycinamide;

10 N-(2-pyrazinylcarbonyl)-L-leucyl-L-isoleucyl-3-cyclohexyl-L-alanyl-2-oxo-(3S)-3-amino pentanoyl-N-[(2,4,5-trichlorophenyl)sulfonyl]glycinamide;

15 N-(2-pyrazinylcarbonyl)-L-leucyl-L-isoleucyl-3-cyclohexylalanyl-2-oxo-3-aminopentanoyl-N-[(5-carboxy-4-chloro-2-fluorophenyl)sulfonyl]glycinamide;

20 N-(2-pyrazinylcarbonyl)-L-leucyl-L-isoleucyl-3-cyclohexylalanyl-2-oxo-3-aminopentanoyl- N-[[5-(dimethylamino)-1-naphthalenyl]sulfonyl]glycinamide;

N-(2-pyrazinylcarbonyl)-L-leucyl-L-isoleucyl-3-cyclohexylalanyl-2-oxo-3-aminopentanoyl- N-(2-naphthalenylsulfonyl)glycinamide;

25 N-(2-pyrazinylcarbonyl)-L-leucyl-L-isoleucyl-3-cyclohexyl-L-alanyl-2-oxo-(3S)-3-aminopentanoyl-N-[(4-(phenyl)phenyl)sulfonyl]glycinamide;

30 N-(2-pyrazinylcarbonyl)-L-leucyl-L-isoleucyl-3-cyclohexylalanyl-2-oxo-3-aminopentanoyl- N-[(6-ethoxy-2-benzothiazolyl)sulfonyl]glycinamide;

35 N-(2-pyrazinylcarbonyl)-L-leucyl-L-isoleucyl-3-cyclohexylalanyl-2-oxo-3-aminopentanoyl- N-[[2-chloro-5-[(phenylmethyl)amino]carbonyl]phenyl]sulfonyl]glycinamide;

40 N-(2-pyrazinylcarbonyl)-L-leucyl-L-isoleucyl-3-cyclohexyl-L-alanyl-2-oxo-(3S)-3-aminopentanoyl-N-[[2-chloro-5-[(2-trifluoroethyl)amino]carbonyl]phenyl]sulfonyl]glycinamide;

5 N-(2-pyrazinylcarbonyl)-L-leucyl-L-isoleucyl-3-cyclohexyl-  
L-alanyl-2-oxo-(3S)-3-aminopentanoyl-N-[[2-chloro-5-  
[[cyclopropylmethyl)amino]carbonyl]phenyl]sulfonyl]  
glycinamide;

10 N-(2-pyrazinylcarbonyl)-L-leucyl-L-isoleucyl-3-cyclohexyl-  
L-alanyl-2-oxo-(3S)-3-aminopentanoyl-N-[[3-nitro-4-(2-  
pyrimidinylthio)phenyl]sulfonyl]glycinamide;

N-(2-pyrazinylcarbonyl)-L-leucyl-L-isoleucyl-3-cyclohexyl-  
15 L-alanyl-2-oxo-(3S)-3-aminopentanoyl-N-[[2-chloro-4-  
(acetylamino)phenyl]sulfonyl]glycinamide;

N-(2-pyrazinylcarbonyl)-L-leucyl-L-isoleucyl-3-cyclohexyl-  
L-alanyl-2-oxo-(3S)-3-aminopentanoyl-N-[[3-chloro-4-(2-  
20 benzoxazolylthio)phenyl]sulfonyl]glycinamide;

N-(2-pyrazinylcarbonyl)-L-leucyl-L-isoleucyl-3-cyclohexyl-  
L-alanyl-2-oxo-(3 S)-3-amino pentanoyl-N-[[3,5-dichloro-4-  
(4-nitrophenoxy)phenyl]sulfonyl]glycinamide;

25 N-(2-pyrazinylcarbonyl)-L-leucyl-L-isoleucyl-3-cyclohexyl-  
L-alanyl-2-oxo-(3 S)-3-amino pentanoyl-N-[[5-(acetylamino)-  
1,3,4-thiadiazol-2-yl]sulfonyl]glycinamide;

30 N-(2-pyrazinylcarbonyl)-L-leucyl-L-isoleucyl-3-cyclohexyl-  
L-alanyl-2-oxo-(3 S)-3-amino pentanoyl-N-[(3-  
cyanophenyl)sulfonyl]glycinamide;

N-(2-pyrazinylcarbonyl)-L-leucyl-L-isoleucyl-3-cyclohexyl-  
35 L-alanyl-2-oxo-(3 S)-3-amino pentanoyl-N-[[3-  
(aminosulfonyl)-5-chlorophenyl]sulfonyl]glycinamide;

N-(2-pyrazinylcarbonyl)-L-leucyl-L-isoleucyl-3-cyclohexyl-  
L-alanyl-2-oxo-(3S)-3-amino pentanoyl-N-[[3,5-  
40 bis(trifluoromethyl)phenyl]sulfonyl]glycinamide;

- 5 N-(2-pyrazinylcarbonyl)-L-leucyl-L-isoleucyl-3-cyclohexyl-L-alanyl-2-oxo-(3S)-3-aminopentanoyl-N-[[4-[5-[3-(4-chlorophenyl)-3-oxo-1-propenyl]-2-furanyl]phenyl]sulfonyl]glycinamide;
- 10 N-(2-pyrazinylcarbonyl)-L-leucyl-L-isoleucyl-3-cyclohexyl-L-alanyl-2-oxo-(3S)-3-aminopentanoyl-N-[[3-[[ (phenylmethyl) amino] carbonyl] phenyl] sulfonyl] glycinamide;
- 15 N-(2-pyrazinylcarbonyl)-L-leucyl-L-isoleucyl-3-cyclohexyl-L-alanyl-2-oxo-(3S)-3-aminopentanoyl-N-[[3-[[ (2,2,2-trifluoroethyl) amino] carbonyl] phenyl] sulfonyl] glycinamide;
- 20 N-(2-pyrazinylcarbonyl)-L-leucyl-L-isoleucyl-3-cyclohexyl-L-alanyl-2-oxo-(3S)-3-aminopentanoyl-N-[[3-[[ (benzoylamino) sulfonyl]-5-chlorophenyl] sulfonyl] glycinamide;
- 25 N-(2-pyrazinylcarbonyl)-L-leucyl-L-isoleucyl-3-cyclohexyl-L-alanyl-5,5-difluoro-2-oxo-(3S)-3-aminopentanoylglycine;
- (3S)-5,5-difluoro-2-oxo-3-[[N-(2-pyrazinylcarbonyl)-L-leucyl-L-isoleucyl-3-cyclohexyl-L-alanyl]amino]-N-(2H-tetrazol-5-ylmethyl)pentanamide;
- 30 N-(2-pyrazinylcarbonyl)-L-leucyl-L-isoleucyl-3-cyclohexyl-L-alanyl-5,5-difluoro-2-oxo-(3S)-3-aminopentanoyl-N-[(3,5-dichlorophenyl) sulfonyl] glycinamide;
- 35 N-(2-pyrazinylcarbonyl)-L-leucyl-L-isoleucyl-3-cyclohexyl-L-alanyl-5,5-difluoro-2-oxo-(3S)-3-aminopentanoyl-N-[(3-chlorophenyl) sulfonyl] glycinamide;
- 40 N-(2-pyrazinylcarbonyl)-L-leucyl-L-isoleucyl-3-cyclohexyl-L-alanyl-5,5-difluoro-2-oxo-(3S)-3-aminopentanoyl-N-[5-(acetylamino)-1,3,4-thiadiazol-2-yl] sulfonyl] glycinamide;

5 N-(2-pyrazinylcarbonyl)-L-leucyl-L-isoleucyl-3-cyclohexyl-L-alanyl-5,5-difluoro-2-oxo-(3S)-3-aminopentanoyl-N-(3-aminosulfonyl-5-chlorophenyl)sulfonyl]glycinamide;

10 (3S)-5,5,5-trifluoro-2-oxo-3-[[N-(2-pyrazinylcarbonyl)-L-leucyl-L-isoleucyl-3-cyclohexyl-L-alanyl]amino]-N-(2H-tetrazol-5-ylmethyl)pentanamide;

15 N-[4-sec-butyl-15-{{(3-chloro-5-{{(3,3,3-trifluoropropanoyl)amino}sulfonyl}phenyl)sulfonyl}amino}-7-(cyclohexylmethyl)-10-(2,2-difluoroethyl)-1-isobutyl-2,5,8,11,12,15-hexaoxo-3,6,9,13-tetraazapentadec-1-yl]-2-pyrazinecarboxamide;

20 N-[4-sec-butyl-15-{{(3-chloro-5-[(hexanoylamino)sulfonyl]phenyl)sulfonyl}amino}-7-(cyclohexylmethyl)-10-(2,2-difluoroethyl)-1-isobutyl-2,5,8,11,12,15-hexaoxo-3,6,9,13-tetraazapentadec-1-yl]-2-pyrazinecarboxamide;

25 N-[15-[[[1,1'-biphenyl]-3-ylsulfonyl]amino]-4-sec-butyl-7-(cyclohexylmethyl)-10-ethyl-1-isobutyl-2,5,8,11,12,15-hexaoxo-3,6,9,13-tetraazapentadec-1-yl]-2-pyrazinecarboxamide;

30 N-(4-sec-butyl-7-(cyclohexylmethyl)-10-ethyl-1-isobutyl-15-[[[(4'-methoxy[1,1'-biphenyl]-4-yl)sulfonyl]amino]-2,5,8,11,12,15-hexaoxo-3,6,9,13-tetraazapentadec-1-yl]-2-pyrazinecarboxamide;

35 N-(4-sec-butyl-7-(cyclohexylmethyl)-15-{{(3',5'-dichloro[1,1'-biphenyl]-4-yl)sulfonyl}amino}-10-ethyl-1-isobutyl-2,5,8,11,12,15-hexaoxo-3,6,9,13-tetraazapentadec-1-yl)-2-pyrazinecarboxamide;

40 N-[4-sec-butyl-15-{{(4'-chloro[1,1'-biphenyl]-3-yl)sulfonyl}amino}-7-(cyclohexylmethyl)-10-(2,2-

5 difluoroethyl)-1-isobutyl-2,5,8,11,12,15-hexaoxo-3,6,9,13-tetraazapentadec-1-yl]-2-pyrazinecarboxamide;

*N*-[4-*sec*-butyl-7-(cyclohexylmethyl)-10-(2,2-difluoroethyl)-1-isobutyl-15-({[3-(2-methylphenoxy)phenyl]sulfonyl}amino)-2,5,8,11,12,15-hexaoxo-3,6,9,13-tetraazapentadec-1-yl]-2-pyrazinecarboxamide;

*N*-[4-*sec*-butyl-15-({[3-(2-chlorophenoxy)phenyl]sulfonyl}amino)-7-(cyclohexylmethyl)-10-(2,2-difluoroethyl)-1-isobutyl-2,5,8,11,12,15-hexaoxo-3,6,9,13-tetraazapentadec-1-yl]-2-pyrazinecarboxamide;

(3*S*,6*S*,9*S*,12*S*)-9-(cyclohexylmethyl)-12-(2,2-difluoroethyl)-3-isobutyl-6-[(1*R*)-1-methylpropyl]-1,4,7,10,13-pentaoxo-1-(2-pyrazinyl)-2,5,8,11-tetraazatetradecan-14-oic acid;

*N*-(4-*sec*-butyl-7-(cyclohexylmethyl)-10-(2,2-difluoroethyl)-1-isobutyl-15-{{[4'-methyl[1,1'-biphenyl]-3-yl]sulfonyl}amino}-2,5,8,11,12,15-hexaoxo-3,6,9,13-tetraazapentadec-1-yl)-2-pyrazinecarboxamide;

*N*-[15-({[3',5'-bis(trifluoromethyl)[1,1'-biphenyl]-3-yl]sulfonyl}amino)-4-*sec*-butyl-7-(cyclohexylmethyl)-10-(2,2-difluoroethyl)-1-isobutyl-2,5,8,11,12,15-hexaoxo-3,6,9,13-tetraazapentadec-1-yl]-2-pyrazinecarboxamide;

*N*-[4-*sec*-butyl-15-[(5-[(4-cyanobenzoyl)amino]-1,3,4-thiadiazol-2-yl)sulfonyl]amino]-7-(cyclohexylmethyl)-10-(2,2-difluoroethyl)-1-isobutyl-2,5,8,11,12,15-hexaoxo-3,6,9,13-tetraazapentadec-1-yl]-2-pyrazinecarboxamide;

*N*-[4-*sec*-butyl-15-[(5-[(2-chlorobenzoyl)amino]-1,3,4-thiadiazol-2-yl)sulfonyl]amino]-7-(cyclohexylmethyl)-10-(2,2-difluoroethyl)-1-isobutyl-2,5,8,11,12,15-hexaoxo-3,6,9,13-tetraazapentadec-1-yl]-2-pyrazinecarboxamide;



5 *N*-{4-*sec*-butyl-7-(cyclohexylmethyl)-10-(2,2-difluoroethyl)-1-isobutyl-15-[(5-[(4-methoxybenzoyl)amino]-1,3,4-thiadiazol-2-yl)sulfonyl]amino}-2,5,8,11,12,15-hexaoxo-3,6,9,13-tetraazapentadec-1-yl}-2-pyrazinecarboxamide;

10 *N*-{4-*sec*-butyl-7-(cyclohexylmethyl)-10-(2,2-difluoroethyl)-1-isobutyl-15-[(5-[(3-methoxybenzoyl)amino]-1,3,4-thiadiazol-2-yl)sulfonyl]amino}-2,5,8,11,12,15-hexaoxo-3,6,9,13-tetraazapentadec-1-yl}-2-pyrazinecarboxamide;

15 *N*-{4-*sec*-butyl-7-(cyclohexylmethyl)-10-(2,2-difluoroethyl)-15-[(5-[(3,5-dimethylbenzoyl)amino]-1,3,4-thiadiazol-2-yl)sulfonyl]amino}-1-isobutyl-2,5,8,11,12,15-hexaoxo-3,6,9,13-tetraazapentadec-1-yl}-2-pyrazinecarboxamide;

20 *N*-(4-*sec*-butyl-7-(cyclohexylmethyl)-10-(2,2-difluoroethyl)-1-isobutyl-2,5,8,11,12,15-hexaoxo-15-[(3-phenoxyphenyl)sulfonyl]amino)-3,6,9,13-tetraazapentadec-1-yl)-2-pyrazinecarboxamide;

25 6-*sec*-butyl-9-(cyclohexylmethyl)-12-ethyl-3-isobutyl-1,4,7,10,13-pentaoxo-1-(2-pyrazinyl)-2,5,8,11-tetraazatetradecan-14-oic acid;

30 *N*-{4-*sec*-butyl-7-(cyclohexylmethyl)-10-(2,2-difluoroethyl)-1-isobutyl-15-[(5-[(3-methylbutanoyl)amino]-1,3,4-thiadiazol-2-yl)sulfonyl]amino}-2,5,8,11,12,15-hexaoxo-3,6,9,13-tetraazapentadec-1-yl}-2-pyrazinecarboxamide;

35 *N*-[4-*sec*-butyl-7-(cyclohexylmethyl)-10-(2,2-difluoroethyl)-15-([5-(hexanoylamino)-1,3,4-thiadiazol-2-yl)sulfonyl]amino)-1-isobutyl-2,5,8,11,12,15-hexaoxo-3,6,9,13-tetraazapentadec-1-yl]-2-pyrazinecarboxamide;

40 methyl (3*S*,6*S*,9*S*,12*S*)-9-(cyclohexylmethyl)-12-(2,2-difluoroethyl)-3-isobutyl-6-[(1*R*)-1-methylpropyl]-1,4,7,10,13,14-hexaoxo-1-(2-pyrazinyl)-2,5,8,11,15-pentaazaheptadecan-17-oate;

5

*N*-[4-*sec*-butyl-15-{{(3-chloro-5-{{(3-chlorobenzoyl)amino)sulfonyl}phenyl)sulfonyl}amino}-7-(cyclohexylmethyl)-10-ethyl-1-isobutyl-2,5,8,11,12,15-hexaoxo-3,6,9,13-tetraazapentadec-1-yl]-2-pyrazinecarboxamide;

10

*N*-[4-*sec*-butyl-7-(cyclohexylmethyl)-10-(2,2-difluoroethyl)-1-isobutyl-2,5,8,11,12,15-hexaoxo-15-{{[4'-(trifluoromethyl)[1,1'-biphenyl]-3-yl]sulfonyl}amino)-3,6,9,13-tetraazapentadec-1-yl]-2-pyrazinecarboxamide;

15

*N*-[15-{{[1,1'-biphenyl]-3-ylsulfonyl}amino}-4-*sec*-butyl-7-(cyclohexylmethyl)-10-(2,2-difluoroethyl)-1-isobutyl-2,5,8,11,12,15-hexaoxo-3,6,9,13-tetraazapentadec-1-yl]-2-pyrazinecarboxamide;

20

*N*-[4-*sec*-butyl-15-{{(5-{{(4-*tert*-butylbenzoyl)amino}-1,3,4-thiadiazol-2-yl)sulfonyl}amino)-7-(cyclohexylmethyl)-10-(2,2-difluoroethyl)-1-isobutyl-2,5,8,11,12,15-hexaoxo-3,6,9,13-tetraazapentadec-1-yl]-2-pyrazinecarboxamide;

25

*N*-[4-*sec*-butyl-15-{{(3-chloro-5-{{(3-methylbutanoyl)amino)sulfonyl}phenyl)sulfonyl}amino}-7-(cyclohexylmethyl)-10-(2,2-difluoroethyl)-1-isobutyl-2,5,8,11,12,15-hexaoxo-3,6,9,13-tetraazapentadec-1-yl]-2-pyrazinecarboxamide;

30

*N*-{(1*S*,4*S*,7*S*,10*S*)-7-(cyclohexylmethyl)-10-(2,2-difluoroethyl)-1-isobutyl-14-[4-(4-methoxyphenyl)-5-(trifluoromethyl)-4*H*-1,2,4-triazol-3-yl]-4-[(1*R*)-1-methylpropyl]-2,5,8,11,12-pentaoxo-3,6,9,13-tetraazatetradec-1-yl}-2-pyrazinecarboxamide;

35

*N*-{4-*sec*-butyl-7-(cyclohexylmethyl)-10-(2,2-difluoroethyl)-15-{{(5-{{(4-ethylbenzoyl)amino}-1,3,4-thiadiazol-2-yl)sulfonyl}amino)-1-isobutyl-2,5,8,11,12,15-hexaoxo-3,6,9,13-tetraazapentadec-1-yl}-2-pyrazinecarboxamide;

40

5

*N*-[4-*sec*-butyl-15-[(5-[(4-chlorobenzoyl)amino]-1,3,4-thiadiazol-2-yl)sulfonyl)amino]-7-(cyclohexylmethyl)-10-(2,2-difluoroethyl)-1-isobutyl-2,5,8,11,12,15-hexaoxo-3,6,9,13-tetraazapentadec-1-yl]-2-pyrazinecarboxamide;

10

*N*-[4-*sec*-butyl-7-(cyclohexylmethyl)-15-[(5-[(3,5-difluorobenzoyl)amino]-1,3,4-thiadiazol-2-yl)sulfonyl)amino]-10-(2,2-difluoroethyl)-1-isobutyl-2,5,8,11,12,15-hexaoxo-3,6,9,13-tetraazapentadec-1-yl]-2-pyrazinecarboxamide;

15

*N*-[4-*sec*-butyl-15-[(5-[(3-chlorobenzoyl)amino]-1,3,4-thiadiazol-2-yl)sulfonyl)amino]-7-(cyclohexylmethyl)-10-(2,2-difluoroethyl)-1-isobutyl-2,5,8,11,12,15-hexaoxo-3,6,9,13-tetraazapentadec-1-yl]-2-pyrazinecarboxamide;

20

*N*-{(1*S*,4*S*,7*S*,10*S*)-7-(cyclohexylmethyl)-10-ethyl-1-isobutyl-4-[(1*R*)-1-methylpropyl]-2,5,8,11,12-pentaoxo-3,6,9,13-tetraazahexadec-15-en-1-yl}-2-pyrazinecarboxamide;

25

*N*-{(1*S*,4*S*,7*S*,10*S*)-7-(cyclohexylmethyl)-10-ethyl-1-isobutyl-4-[(1*R*)-1-methylpropyl]-2,5,8,11,12-pentaoxo-3,6,9,13-tetraazahexadec-15-yn-1-yl}-2-pyrazinecarboxamide;

30

*tert*-butyl (3*S*,6*S*,9*S*,12*S*)-9-(cyclohexylmethyl)-12-ethyl-3-isobutyl-6-[(1*R*)-1-methylpropyl]-1,4,7,10,13,14-hexaoxo-1-(2-pyrazinyl)-2,5,8,11,15-pentaazaheptadecan-17-oate;

35

*N*-{(1*S*,4*S*,7*S*,10*S*)-7-(cyclohexylmethyl)-10-ethyl-1-isobutyl-4-[(1*R*)-1-methylpropyl]-2,5,8,11,12-pentaoxo-14-phenyl-3,6,9,13-tetraazatetradec-1-yl}-2-pyrazinecarboxamide

40

*N*-{(1*S*)-1-[(1*S*,2*R*)-1-[(1*S*)-1-(cyclohexylmethyl)-2-[(1*S*)-1-ethyl-2,3-dioxo-3-(1-pyrrolidinyl)propyl]amino]-2-oxoethyl)amino]carbonyl}-2-methylbutyl)amino]carbonyl}-3-methylbutyl)-2-pyrazinecarboxamide;

5 *N*-{(1*S*,4*S*,7*S*,10*S*)-7-(cyclohexylmethyl)-10-ethyl-15,15,15-trifluoro-1-isobutyl-4-[(1*R*)-1-methylpropyl]-2,5,8,11,12-pentaoxo-3,6,9,13-tetraazapentadec-1-yl}-2-pyrazinecarboxamide;

10 *N*-{(1*S*,4*S*,7*S*,10*S*)-15-amino-7-(cyclohexylmethyl)-10-ethyl-1-isobutyl-4-[(1*R*)-1-methylpropyl]-2,5,8,11,12,15-hexaoxo-3,6,9,13-tetraazapentadec-1-yl}-2-pyrazinecarboxamide;

(3*S*,6*S*,9*S*,12*S*,16*S*)-9-(cyclohexylmethyl)-12-ethyl-3-isobutyl-16-methyl-6-[(1*R*)-1-methylpropyl]-1,4,7,10,13,14-hexaoxo-1-(2-pyrazinyl)-2,5,8,11,15-pentaazaheptadecan-17-oic acid;

20 *N*-[9-sec-butyl-6-(cyclohexylmethyl)-3-ethyl-12-isobutyl-2,5,8,11,14-pentaoxo-14-(2-pyrazinyl)-4,7,10,13-tetraazatetradec-1-anoyl]aspartic acid;

(3*S*,6*S*,9*S*,12*S*)-9-(cyclohexylmethyl)-12-ethyl-3-isobutyl-6-[(1*R*)-1-methylpropyl]-1,4,7,10,13,14-hexaoxo-1-(2-pyrazinyl)-2,5,8,11,15-pentaazaoctadecan-18-oic acid;

25 1,1-dimethylethyl *N*-(2-pyrazinylcarbonyl)-*L*-leucyl-*L*-isoleucyl-(4*R*)-4-(phenylmethoxy)-*L*-prolyl-5,5-difluoro-2-oxo-(3*S*)-3-aminopentanoylglycine;

30 *N*-(2-pyrazinylcarbonyl)-*L*-leucyl-*L*-isoleucyl-(4*R*)-4-(phenylmethoxy)-*L*-prolyl-5,5-difluoro-2-oxo-(3*S*)-3-aminopentanoylglycine;

35 (4*R*)-1-[*N*-(2-pyrazinylcarbonyl)-*L*-leucyl-*L*-isoleucyl]-*N*-[(1*S*)-1-(2,2-difluoroethyl)-2,3-dioxo-3-[(2*H*)-tetrazol-5-ylmethyl)amino]propyl]-4-(phenylmethoxy)-*L*-prolinamide;

40 (4*R*)-*N*-(2-pyrazinylcarbonyl)-*L*-leucyl-*L*-isoleucyl-*N*-[(1*S*)-1-(2,2-difluoroethyl)-3-methoxy-2,3-dioxopropyl]-4-(phenylmethoxy)-*L*-prolinamide;

5 N-(2-pyrazinylcarbonyl)-L-leucyl-L-isoleucyl-(4R)-4-(phenylmethoxy)-L-prolyl-5,5-difluoro-2-oxo-(3S)-3-aminopentanoyl-N-[(3-chlorophenyl)sulfonyl]glycinamide;

10 N-(2-pyrazinylcarbonyl)-L-leucyl-L-isoleucyl-(4R)-4-(phenylmethoxy)-L-prolyl-5,5-difluoro-2-oxo-(3S)-3-aminopentanoyl-N-[(5-carboxy-2-chlorophenyl)sulfonyl]glycinamide;

15 N-(2-pyrazinylcarbonyl)-L-leucyl-L-isoleucyl-(4R)-4-(phenylmethoxy)-L-prolyl-5,5-difluoro-2-oxo-(3S)-3-aminopentanoyl-N-[(5-acetylamino)1,3,4-thiadiazol-2-yl)sulfonyl]glycinamide;

20 N-(2-pyrazinylcarbonyl)-L-leucyl-L-isoleucyl-(4R)-4-(phenylmethoxy)-L-prolyl-5,5-difluoro-2-oxo-(3S)-3-aminopentanoyl-N-[3,5-dichlorophenyl)sulfonyl]glycinamide;

25 N-(2-pyrazinylcarbonyl)-L-leucyl-L-isoleucyl-(4R)-4-(phenylmethoxy)-L-prolyl-5,5-difluoro-2-oxo-(3S)-3-aminopentanoyl N-(4-methyl-3-nitrophenyl)sulfonyl]glycinamide;

30 N-(2-pyrazinylcarbonyl)-L-leucyl-L-isoleucyl-(4R)-4-(phenylmethoxy)-L-prolyl-5,5-difluoro-2-oxo-(3S)-3-aminopentanoyl N-(3-carboxyl-4-chloro-2-fluorophenyl)sulfonyl]-glycinamide;

35 N-(2-pyrazinylcarbonyl)-L-leucyl-L-isoleucyl-(4R)-4-(phenylmethoxy)-L-prolyl-5,5-difluoro-2-oxo-(3S)-3-aminopentanoyl N-[(3-chloro-4-acetylamino)phenyl)sulfonyl]glycinamide;

40 N-((1S)-1-{[(1S,2R)-1-[(2S,4R)-2-({[(1S)-3-({2-[(3-[(benzoylamino)sulfonyl]-5-chlorophenyl)sulfonyl]amino)-2-oxoethyl]amino)-1-(2,2-difluoroethyl)-2,3-dioxopropyl]amino}carbonyl)-4-(benzyloxy)pyrrolidinyl]carbonyl}-2-

5 methylbutyl) amino] carbonyl} -3-methylbutyl) -2-  
pyrazinecarboxamide;

tert-butyl ({(3S)-3-[( {(2S,4R)-4-(benzyloxy)-1-[(2S)-3-  
methyl-2-[( {(2S)-3-methyl-2-[(2-  
10 pyrazinylcarbonyl) amino] butanoyl} amino) butanoyl] pyrrolidiny  
l} carbonyl) amino] -5,5-difluoro-2-  
oxopentanoyl} amino) acetate;

N-((1S)-1-[[{(1S,2R)-1-[( {(2S,4R)-4-(benzyloxy)-2-[( {(1S)-3-  
15 [(2-[( {(3-chloro-4-methylphenyl) sulfonyl} amino} -2-  
oxoethyl) amino] -1-(2,2-difluoroethyl)-2,3-  
dioxopropyl} amino} carbonyl] pyrrolidinyl} carbonyl} -2-  
methylbutyl) amino] carbonyl} -3-methylbutyl) -2-  
pyrazinecarboxamide;

20 N-((1S)-1-[[{(1S,2R)-1-[( {(2S,4R)-4-(benzyloxy)-2-[( {(1S)-3-  
({(2-[( {(5-[(3-chlorobenzoyl) amino] -1,3,4-thiadiazol-2-  
yl} sulfonyl) amino] -2-oxoethyl} amino) -1-(2,2-difluoroethyl)-  
2,3-dioxopropyl} amino} carbonyl] pyrrolidinyl} carbonyl} -2-  
25 methylbutyl) amino] carbonyl} -3-methylbutyl) -2-  
pyrazinecarboxamide;

methyl ({(3S)-3-[( {(2S,4R)-4-(benzyloxy)-1-[(2S,3R)-3-  
methyl-2-[( {(2S)-4-methyl-2-[(2-  
30 pyrazinylcarbonyl) amino] pentanoyl} amino) pentanoyl] pyrrolidi  
nyl} carbonyl) amino] -5,5-difluoro-2-  
oxopentanoyl} amino) acetate;

N-((1S)-1-[[{(1S,2R)-1-[( {(2S,4R)-4-(benzyloxy)-2-[( {(1S)-3-  
35 [(2-[( {(2,4-dichloro-5-methylphenyl) sulfonyl} amino} -2-  
oxoethyl) amino] -1-(2,2-difluoroethyl)-2,3-  
dioxopropyl} amino} carbonyl] pyrrolidinyl} carbonyl} -2-  
methylbutyl) amino] carbonyl} -3-methylbutyl) -2-  
pyrazinecarboxamide;

40 N-[(1S)-1-(([(1S,2R)-1-[( {(2S,4R)-4-(benzyloxy)-2-[( {(1S)-1-  
(2,2-difluoroethyl)-3-[(2-[( {(3,4-

5 difluorophenyl)sulfonyl]amino}-2-oxoethyl)amino]-2,3-  
dioxopropyl)amino]carbonyl]pyrrolidinyl)carbonyl)-2-  
methylbutyl]amino]carbonyl)-3-methylbutyl]-2-  
pyrazinecarboxamide;

10 methyl 5-([(((3S)-3-([((2S,4R)-4-(benzyloxy)-1-[(2S,3R)-3-  
methyl-2-([((2S)-4-methyl-2-[(2-  
pyrazinylcarbonyl)amino]pentanoyl)amino)pentanoyl]pyrrolidi  
nyl)carbonyl)amino]-5,5-difluoro-2-  
oxopentanoyl)amino)acetyl]amino)sulfonyl)-2,4-  
15 dichlorobenzoate;

*N*-{[(1S)-1-([((1S,2R)-1-([((2S,4R)-4-(benzyloxy)-2-([[(1S)-1-  
(2,2-difluoroethyl)-3-([2-([4-(3,5-dimethyl-1-  
piperidinyl)-3-nitrophenyl)sulfonyl]amino)-2-  
20 oxoethyl]amino)-2,3-  
dioxopropyl)amino]carbonyl]pyrrolidinyl)carbonyl]-2-  
methylbutyl]amino)carbonyl]-3-methylbutyl]-2-  
pyrazinecarboxamide;

25 *N*-[(1S)-1-([[(1S,2R)-1-([((2S,4R)-4-(benzyloxy)-2-([[(1S)-1-  
(2,2-difluoroethyl)-3-([2-([3-nitrophenyl)sulfonyl]amino)-  
2-oxoethyl)amino]-2,3-  
dioxopropyl)amino)carbonyl]pyrrolidinyl)carbonyl)-2-  
methylbutyl]amino)carbonyl)-3-methylbutyl]-2-  
30 pyrazinecarboxamide;

*N*-{[(1S)-1-([[(1S,2R)-1-([((2S,4R)-4-(benzyloxy)-2-([[(1S)-1-  
(2,2-difluoroethyl)-3-([2-([5-(hexanoylamino)-1,3,4-  
thiadiazol-2-yl]sulfonyl]amino)-2-oxoethyl]amino)-2,3-  
35 dioxopropyl)amino]carbonyl]pyrrolidinyl)carbonyl]-2-  
methylbutyl]amino)carbonyl]-3-methylbutyl]-2-  
pyrazinecarboxamide;

5-([(((3S)-3-([((2S,4R)-4-(benzyloxy)-1-[(2S,3R)-3-methyl-  
40 2-([((2S)-4-methyl-2-[(2-  
pyrazinylcarbonyl)amino]pentanoyl)amino)pentanoyl]pyrrolidi  
nyl)carbonyl)amino]-5,5-difluoro-2-

5 oxopentanoyl]amino}acetyl]amino)sulfonyl)-2,4-  
dichlorobenzoic acid;

N-[[5-(4-chlorophenyl)-2-furanyl]carbonyl]-L-isoleucyl-3-  
cyclohexylalanyl-2-oxo-3-aminopentanoylglycine;

10

N-[[5-(4-chlorophenyl)-2-furanyl]carbonyl]-L-isoleucyl-3-  
cyclohexylalanyl-2-oxo-3-aminopentanoyl-N-  
[(trifluoromethyl)sulfonyl]glycinamide;

15

N-[[5-(4-chlorophenyl)-2-furanyl]carbonyl]-L-isoleucyl-3-  
cyclohexylalanyl-2-oxo-3-aminopentanoyl-N-[(3,5-  
dichlorophenyl)sulfonyl]glycinamide;

20

N-[[5-(4-chlorophenyl)-2-furanyl]carbonyl]-L-isoleucyl-3-  
cyclohexylalanyl-2-oxo-3-aminopentanoyl-N-[(3-  
nitrophenyl)sulfonyl]glycinamide;

25

(4R)-1-[[5-(4-chlorophenyl)-2-furanyl]carbonyl]-L-isoleucyl-  
N-[(1S)-1-(2,2-difluoroethyl)-2,3-dioxo-3-[(2H-tetrazol-5-  
ylmethyl)amino]propyl]-4-(phenylmethoxy)-L-prolinamide;

30

(2S,4R)-4-(benzyloxy)-N-[(1S)-1-(2,2-difluoroethyl)-2,3-  
dioxo-3-[(2H-tetraazol-5-ylmethyl)amino]propyl]-1-[(2S,3R)-  
3-methyl-2-[(9-oxo-9H-fluoren-1-  
yl)carbonyl]amino}pentanoyl)-2-pyrrolidinecarboxamide;

35

tert-butyl {[ (3S)-3-([ (2S,4R)-4-(benzyloxy)-1-[(2S,3R)-3-  
methyl-2-[(9-oxo-9H-fluoren-1-  
yl)carbonyl]amino}pentanoyl)pyrrolidinyl]carbonyl}amino)-  
5,5-difluoro-2-oxopentanoyl]amino}acetate;

40

{ [(3S)-3-([ (2S,4R)-4-(benzyloxy)-1-[(2S,3R)-3-methyl-2-  
[(9-oxo-9H-fluoren-1-  
yl)carbonyl]amino}pentanoyl)pyrrolidinyl]carbonyl}amino)-  
5,5-difluoro-2-oxopentanoyl]amino}acetic acid;



5 (2*S*,4*R*)-*N*-[(1*S*)-3-{[2-({[5-(acetylamino)-1,3,4-thiadiazol-2-yl]sulfonyl}amino)-2-oxoethyl]amino}-1-(2,2-difluoroethyl)-2,3-dioxopropyl]-4-(benzyloxy)-1-((2*S*,3*R*)-3-methyl-2-[(9-oxo-9*H*-fluoren-1-yl)carbonyl]amino}pentanoyl)-2-pyrrolidinecarboxamide;

10 (2*S*,4*R*)-4-(benzyloxy)-*N*-((1*S*)-1-(2,2-difluoroethyl)-3-{[2-({[5-(hexanoylamino)-1,3,4-thiadiazol-2-yl]sulfonyl}amino)-2-oxoethyl]amino}-2,3-dioxopropyl)-1-((2*S*,3*R*)-3-methyl-2-[(9-oxo-9*H*-fluoren-1-yl)carbonyl]amino}pentanoyl)-2-pyrrolidinecarboxamide;

15 ((2*S*,4*R*)-4-(benzyloxy)-*N*-[(1*S*)-3-({2-([5-[(4-chlorobenzoyl)amino]-1,3,4-thiadiazol-2-yl]sulfonyl}amino)-2-oxoethyl]amino)-1-(2,2-difluoroethyl)-2,3-dioxopropyl]-1-((2*S*,3*R*)-3-methyl-2-[(9-oxo-9*H*-fluoren-1-yl)carbonyl]amino}pentanoyl)-2-pyrrolidinecarboxamide;

20 (2*S*,4*R*)-4-(benzyloxy)-*N*-[(1*S*)-1-(2,2-difluoroethyl)-3-({2-([5-[(4-ethylbenzoyl)amino]-1,3,4-thiadiazol-2-yl]sulfonyl}amino)-2-oxoethyl]amino)-2,3-dioxopropyl]-1-((2*S*,3*R*)-3-methyl-2-[(9-oxo-9*H*-fluoren-1-yl)carbonyl]amino}pentanoyl)-2-pyrrolidinecarboxamide;

25 (2*S*,4*R*)-4-(benzyloxy)-*N*-[(1*S*)-1-(2,2-difluoroethyl)-3-({2-([5-[(4-ethylbenzoyl)amino]-1,3,4-thiadiazol-2-yl]sulfonyl}amino)-2-oxoethyl]amino)-2,3-dioxopropyl]-1-((2*S*,3*R*)-3-methyl-2-[(9-oxo-9*H*-fluoren-1-yl)carbonyl]amino}pentanoyl)-2-pyrrolidinecarboxamide;

30 *tert*-butyl {[3*S*)-3-({[(2*S*,4*R*)-4-(benzyloxy)-1-((2*S*,3*R*)-2-([5-(4-chlorophenyl)-2-furoyl]amino)-3-methylpentanoyl]pyrrolidinyl)carbonyl]amino)-5,5-difluoro-2-oxopentanoyl]amino}acetate;

35 {[3*S*)-3-({[(2*S*,4*R*)-4-(benzyloxy)-1-((2*S*,3*R*)-2-([5-(4-chlorophenyl)-2-furoyl]amino)-3-methylpentanoyl]pyrrolidinyl)carbonyl]amino)-5,5-difluoro-2-oxopentanoyl]amino}acetic acid;

40 (2*S*,4*R*)-*N*-[(1*S*)-3-{[2-({[5-(acetylamino)-1,3,4-thiadiazol-2-yl]sulfonyl}amino)-2-oxoethyl]amino}-1-(2,2-difluoroethyl)-2,3-dioxopropyl]-4-(benzyloxy)-1-((2*S*,3*R*)-2-

5 { [5-(4-chlorophenyl)-2-furoyl] amino }-3-methylpentanoyl)-2-pyrrolidinecarboxamide;

(2*S*,4*R*)-4-(benzyloxy)-*N*-[(1*S*)-3-({2-[(5-[(3-chlorobenzoyl) amino]-1,3,4-thiadiazol-2-yl)sulfonyl] amino}-2-oxoethyl) amino]-1-(2,2-difluoroethyl)-2,3-dioxopropyl]-1-  
10 ((2*S*,3*R*)-2-{ [5-(4-chlorophenyl)-2-furoyl] amino }-3-methylpentanoyl)-2-pyrrolidinecarboxamide;

(2*S*,4*R*)-4-(benzyloxy)-*N*-[(1*S*)-3-({2-[(1,1'-biphenyl]-3-ylsulfonyl] amino}-2-oxoethyl) amino)-1-(2,2-difluoroethyl)-2,3-dioxopropyl]-1-((2*S*,3*R*)-2-{ [5-(4-chlorophenyl)-2-furoyl] amino }-3-methylpentanoyl)-2-pyrrolidinecarboxamide;

*N*-{(1*S*,4*S*,7*S*)-10-allyl-7-(cyclohexylmethyl)-1-isobutyl-4-[(1*R*)-1-methylpropyl]-2,5,8,11,12-pentaoxo-3,6,9,13-tetraazahexadec-15-en-1-yl}-2-pyrazinecarboxamide;

(6*S*,9*S*,12*S*)-*N*,3-diallyl-6-(cyclohexylmethyl)-12-isobutyl-9-[(1*R*)-1-methylpropyl]-2,5,8,11,14-pentaoxo-16,16-diphenyl-  
25 4,7,10,13-tetraazahexadecan-1-amide;

(4*S*,7*S*,10*S*)-*N*,13-diallyl-10-(cyclohexylmethyl)-4-isobutyl-7-[(1*R*)-1-methylpropyl]-2,5,8,11,14-pentaoxo-3,6,9,12-tetraazapentadecan-15-amide;

30 *N*-{(1*S*,4*S*,7*S*)-10-allyl-7-(cyclohexylmethyl)-1-isobutyl-4-[(1*R*)-1-methylpropyl]-2,5,8,11,12-pentaoxo-3,6,9,13-tetraazahexadec-15-en-1-yl}-2-pyridinecarboxamide;

35 *N*-{(1*S*,4*S*,7*S*)-10-allyl-7-(cyclohexylmethyl)-1-isobutyl-4-[(1*R*)-1-methylpropyl]-2,5,8,11,12-pentaoxo-3,6,9,13-tetraazahexadec-15-en-1-yl}nicotinamide;

*N*-{(1*S*,4*S*,7*S*)-10-allyl-7-(cyclohexylmethyl)-1-isobutyl-4-[(1*R*)-1-methylpropyl]-2,5,8,11,12-pentaoxo-3,6,9,13-tetraazahexadec-15-en-1-yl}-4-nitro-1*H*-pyrazole-3-carboxamide;

5

2-((3*S*,6*S*,9*S*)-12-allyl-9-(cyclohexylmethyl)-3-isobutyl-6-  
[(1*R*)-1-methylpropyl]-4,7,10,13,14-pentaoxo-2,5,8,11,15-  
pentaazaoctadec-17-en-1-onyl}benzoic acid;

10 *N*-[4-*sec*-butyl-7-(cyclohexylmethyl)-10-ethyl-1-isobutyl-  
2,5,8,11,12-pentaoxo-3,6,9,13-tetraazahexadec-15-en-1-  
yl]nicotinamide;

15 *N*-allyl-9-*sec*-butyl-6-(cyclohexylmethyl)-3-ethyl-12-  
isobutyl-2,5,8,11,14-pentaoxo-16,16-diphenyl-4,7,10,13-  
tetraazahexadecan-1-amide;

20 ((3-[(1-[3-methyl-2-((4-methyl-2-[(2-  
pyrazinylcarbonyl)amino]pentanoyl)amino)pentanoyl]-  
octahydro-1*H*-indol-2-yl)carbonyl)amino]-2-  
oxopentanoyl)amino)acetic acid;

25 *tert*-butyl ((3-[(1-[3-methyl-2-((4-methyl-2-[(2-  
pyrazinylcarbonyl)amino]pentanoyl)amino)-  
pentanoyl]octahydro-1*H*-indol-2-yl)carbonyl)amino]-2-  
oxopentanoyl)amino)acetate; and

30 (3*S*,6*S*,9*S*,12*S*)-6-(cyclohexylmethyl)-3-ethyl-12-isobutyl-9-  
[(1*R*)-1-methylpropyl]-2,5,8,11,14-pentaoxo-16,16-diphenyl-  
4,7,10,13-tetraazahexadecan-1-oic acid;

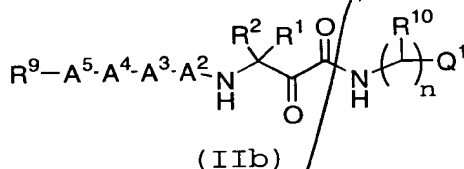
or a pharmaceutically acceptable salt form thereof.

35 8. A compound according to Claim 1, wherein

*Q* is  $-(CR^{10}R^{10c})_n-Q^1$  or  
an amino acid residue, wherein the amino acid residue  
comprises a natural, a modified or an unnatural amino  
acid.

40

9. A compound according to Claim 8, wherein the compound  
is of Formula (IIb):



or a stereoisomer or pharmaceutically acceptable salt form thereof, wherein;

$\text{R}^{10}$  is selected from the group:  $-\text{CO}_2\text{R}^{11}$ ,  $-\text{NR}^{11}\text{R}^{11}$ , and  $\text{C}_1\text{-C}_6$  alkyl substituted with 0-1  $\text{R}^{10a}$ ;

$\text{R}^{10a}$  is selected from the group: halo,  $-\text{NO}_2$ ,  $-\text{CN}$ ,  $-\text{CF}_3$ ,  $-\text{CO}_2\text{R}^{11}$ ,  $-\text{NR}^{11}\text{R}^{11}$ ,  $-\text{OR}^{11}$ ,  $-\text{SR}^{11}$ ,  $-\text{C}(=\text{NH})\text{NH}_2$ , and aryl substituted with 0-1  $\text{R}^{10b}$ ;

$\text{R}^{10b}$  is selected from the group:  $-\text{CO}_2\text{H}$ ,  $-\text{NH}_2$ ,  $-\text{OH}$ ,  $-\text{SH}$ , and  $-\text{C}(=\text{NH})\text{NH}_2$ ;

$\text{R}^{10c}$  is H or  $\text{C}_1\text{-C}_4$  alkyl;

alternatively,  $\text{R}^{10}$  and  $\text{R}^{10c}$  can be combined to form a  $\text{C}_3\text{-C}_6$  cycloalkyl group substituted with 0-1  $\text{R}^{10a}$ ;

$\text{R}^{11}$  is, at each occurrence, independently H or  $\text{C}_1\text{-C}_4$  alkyl;

$\text{R}^{11a}$  is H,  $\text{C}_1\text{-C}_4$  alkyl,  $\text{C}_1\text{-C}_4$  haloalkyl,  $\text{C}_2\text{-C}_4$  alkenyl,  $\text{C}_2\text{-C}_4$  alkynyl, aryl, aryl( $\text{C}_1\text{-C}_4$  alkyl)-,  $\text{C}_3\text{-C}_6$  cycloalkyl, or  $\text{C}_3\text{-C}_6$  cycloalkyl( $\text{C}_1\text{-C}_4$  alkyl)-;

$\text{Q}^1$  is selected from  $-\text{CO}_2\text{R}^{11}$ ,  $-\text{SO}_2\text{R}^{11}$ ,  $-\text{SO}_3\text{R}^{11}$ ,  $-\text{P}(\text{O})_2\text{R}^{11}$ ,  $-\text{P}(\text{O})_3\text{R}^{11}$ , aryl substituted with 0-4  $\text{Q}^{1a}$ , 5-6 membered heterocyclic group consisting of carbon atoms and 1-4 heteroatoms selected from the group:

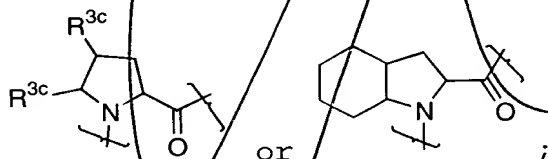
5 O, S, and N, said heterocyclic group substituted  
with 0-4 Q<sup>1a</sup>;

Q<sup>1a</sup> is H, F, Cl, Br, I, -NO<sub>2</sub>, -CN, -NCS, -CF<sub>3</sub>, -OCF<sub>3</sub>, -CH<sub>3</sub>,  
-OCH<sub>3</sub>, -CO<sub>2</sub>R<sup>19</sup>, -C(=O)NR<sup>19</sup>R<sup>19</sup>, -NHC(=O)R<sup>19</sup>, -SO<sub>2</sub>R<sup>19</sup>,  
10 -SO<sub>2</sub>NR<sup>19</sup>R<sup>19</sup>, -NR<sup>19</sup>R<sup>19</sup>, -OR<sup>19</sup>, -SR<sup>19</sup>, C<sub>1</sub>-C<sub>4</sub> alkyl, C<sub>1</sub>-C<sub>4</sub>  
alkoxy, C<sub>1</sub>-C<sub>4</sub> haloalkyl, or C<sub>1</sub>-C<sub>4</sub> haloalkoxy;

R<sup>19</sup> is C<sub>1</sub>-C<sub>4</sub> alkyl, C<sub>1</sub>-C<sub>4</sub> haloalkyl, aryl, aryl(C<sub>1</sub>-C<sub>4</sub>  
alkyl), C<sub>3</sub>-C<sub>6</sub> cycloalkyl, or C<sub>3</sub>-C<sub>6</sub> cycloalkyl(C<sub>1</sub>-C<sub>4</sub>  
15 alkyl);

alternatively, NR<sup>19</sup>R<sup>19</sup> may form a 5-6 membered heterocyclic  
group consisting of carbon atoms, a nitrogen atom, and  
optionally a second heteroatom selected from the  
20 group: O, S, and N;

A<sup>2</sup> is a bond, -NH-CR<sup>3</sup>R<sup>4</sup>-C(=O)-, an amino acid residue,



25 A<sup>3</sup> is a bond, -NH-CR<sup>5</sup>R<sup>6</sup>-C(=O)-, or an amino acid residue;

A<sup>4</sup> is a bond, -NH-CR<sup>7</sup>R<sup>8</sup>-C(=O)-, or an amino acid residue;

A<sup>5</sup> is a bond or an amino acid residue;

30

A<sup>7</sup> is a bond or an amino acid residue;

A<sup>8</sup> is an amino acid residue;

35

A<sup>9</sup> is an amino acid residue;

R<sup>1</sup> is selected from the group: H, F,

5 C<sub>1</sub>-C<sub>6</sub> alkyl substituted with 0-3 R<sup>1a</sup>,  
C<sub>2</sub>-C<sub>6</sub> alkenyl substituted with 0-3 R<sup>1a</sup>,  
C<sub>2</sub>-C<sub>6</sub> alkynyl substituted with 0-3 R<sup>1a</sup>, and  
C<sub>3</sub>-C<sub>6</sub> cycloalkyl substituted with 0-3 R<sup>1a</sup>;

10 R<sup>1a</sup> is selected at each occurrence from the group:

Cl, F, Br, I, CF<sub>3</sub>, CHF<sub>2</sub>, OH, =O, SH,  
-CO<sub>2</sub>R<sup>1b</sup>, -SO<sub>2</sub>R<sup>1b</sup>, -SO<sub>3</sub>R<sup>1b</sup>, -P(O)<sub>2</sub>R<sup>1b</sup>, -P(O)<sub>3</sub>R<sup>1b</sup>,  
-C(=O)NHR<sup>1b</sup>, -NHC(=O)R<sup>1b</sup>, -SO<sub>2</sub>NHR<sup>1b</sup>, -OR<sup>1b</sup>, -SR<sup>1b</sup>,  
C<sub>1</sub>-C<sub>3</sub> alkyl, C<sub>3</sub>-C<sub>6</sub> cycloalkyl, C<sub>1</sub>-C<sub>6</sub> alkoxy,

15 -S-(C<sub>1</sub>-C<sub>6</sub> alkyl),

aryl substituted with 0-5 R<sup>1c</sup>,

-O-(CH<sub>2</sub>)<sub>q</sub>-aryl substituted with 0-5 R<sup>1c</sup>,

-S-(CH<sub>2</sub>)<sub>q</sub>-aryl substituted with 0-5 R<sup>1c</sup>, and

20 5-10 membered heterocyclic group consisting of carbon  
atoms and 1-4 heteroatoms selected from the group:

O, S, and N, and substituted with 0-3 R<sup>1c</sup>;

R<sup>1b</sup> is H,

C<sub>1</sub>-C<sub>4</sub> alkyl substituted with 0-3 R<sup>1c</sup>,

25 C<sub>2</sub>-C<sub>4</sub> alkenyl substituted with 0-3 R<sup>1c</sup>,

C<sub>2</sub>-C<sub>4</sub> alkynyl substituted with 0-3 R<sup>1c</sup>,

C<sub>3</sub>-C<sub>6</sub> cycloalkyl substituted with 0-5 R<sup>1c</sup>,

C<sub>3</sub>-C<sub>6</sub> carbocycle substituted with 0-5 R<sup>1c</sup>,

aryl substituted with 0-5 R<sup>1c</sup>, or

30 5-6 membered heterocyclic group consisting of carbon  
atoms and 1-4 heteroatoms selected from the group:

O, S, and N, said heterocyclic group substituted  
with 0-4 R<sup>1c</sup>;

35 R<sup>1c</sup> is selected at each occurrence from: C<sub>1</sub>-C<sub>4</sub> alkyl, Cl,  
F, Br, I, OH, C<sub>1</sub>-C<sub>4</sub> alkoxy, -CN, -NO<sub>2</sub>, C(O)OR<sup>1d</sup>,  
NR<sup>1d</sup>R<sup>1d</sup>, CF<sub>3</sub>, and OCF<sub>3</sub>;

5  $R^{1d}$  is H or  $C_1$ - $C_4$  alkyl;

$R^2$  is H, F, or  $C_1$ - $C_4$  alkyl;

$R^3$  is selected from the group: H,

10  $C_1$ - $C_6$  alkyl substituted with 0-4  $R^{3a}$ ,  
 $C_2$ - $C_6$  alkenyl substituted with 0-4  $R^{3a}$ ,  
 $C_2$ - $C_6$  alkynyl substituted with 0-4  $R^{3a}$ ,  
-( $CH_2$ )<sub>q</sub>-  $C_3$ - $C_6$  cycloalkyl substituted with 0-4  $R^{3b}$ ,  
-( $CH_2$ )<sub>q</sub>-aryl substituted with 0-5  $R^{3b}$ , and  
15 -( $CH_2$ )<sub>q</sub>-5-10 membered heterocyclic group consisting of  
carbon atoms and 1-4 heteroatoms selected from  
the group: O, S, and N, and said heterocyclic  
group is substituted with 0-2  $R^{3b}$ ;

20  $R^{3a}$  is selected from the group: - $CO_2R^{11}$ , - $NR^{11}R^{11}$ , - $OR^{11}$ ,  
- $SR^{11}$ , - $C(=NH)NH_2$ , and aryl substituted with  $R^{10b}$ ;

$R^{3b}$  is selected from the group: - $CO_2H$ , -  $NH_2$ , -OH, -SH, and  
- $C(=NH)NH_2$ ;

25  $R^{3c}$  is, at each occurrence, independently selected from: H,  
 $C_1$ - $C_6$  alkyl, -OH, and  $OR^{3d}$ ;

$R^{3d}$  is  $C_1$ - $C_6$  alkyl,  $C_2$ - $C_6$  alkenyl,  $C_2$ - $C_6$  alkynyl,  
30 -( $CH_2$ )<sub>q</sub>-  $C_3$ - $C_6$  cycloalkyl, -( $CH_2$ )<sub>q</sub>-aryl, or  
-( $CH_2$ )<sub>q</sub>-(5-10 membered heterocyclic group), wherein  
said heterocyclic group consists of carbon atoms  
and 1-4 heteroatoms selected from the group: O,  
S, and N;

35  $R^4$  is selected from the group: H,  $C_1$ - $C_6$  alkyl, phenyl,  
phenylmethyl-, phenylethyl-,  $C_3$ - $C_6$  cycloalkyl,  
 $C_3$ - $C_6$  cycloalkylmethyl-, and  $C_3$ - $C_6$  cycloalkylethyl-;

5 R<sup>5</sup> and R<sup>7</sup> are independently H or R<sup>3</sup>;

R<sup>6</sup> and R<sup>8</sup> are independently H or R<sup>4</sup>;

R<sup>9</sup> is selected from the group: -S(=O)R<sup>9a</sup>, -S(=O)<sub>2</sub>R<sup>9a</sup>,  
10 -C(=O)R<sup>9a</sup>, -C(=O)OR<sup>9a</sup>, -C(=O)NHR<sup>9a</sup>, C<sub>1</sub>-C<sub>3</sub> alkyl-R<sup>9a</sup>,  
C<sub>2</sub>-C<sub>6</sub> alkenyl-R<sup>9a</sup>, and C<sub>2</sub>-C<sub>6</sub> alkynyl-R<sup>9a</sup>;

R<sup>9a</sup> is selected from the group:

C<sub>1</sub>-C<sub>6</sub> alkyl substituted with 0-3 R<sup>9b</sup>,  
15 C<sub>3</sub>-C<sub>6</sub> cycloalkyl substituted with 0-3 R<sup>9c</sup>,  
aryl substituted with 0-3 R<sup>9c</sup>, and  
5-14 membered heterocyclic group consisting of carbon  
atoms and 1-4 heteroatoms selected from the  
group: O, S, and N, and said heterocyclic group  
20 is substituted with 0-3 R<sup>9c</sup>;

R<sup>9b</sup> is selected from the group: phenyl, naphthyl, benzyl,  
and 5-10 membered heterocyclic group consisting of  
carbon atoms and 1-4 heteroatoms selected from the  
group: O, S, and N, and R<sup>9b</sup> is substituted with 0-3  
25 R<sup>9c</sup>;

R<sup>9c</sup> is selected at each occurrence from the group:

CF<sub>3</sub>, OCF<sub>3</sub>, Cl, F, Br, I, =O, OH, phenyl, C(O)OR<sup>11</sup>, NH<sub>2</sub>,  
30 NH(CH<sub>3</sub>), N(CH<sub>3</sub>)<sub>2</sub>, -CN, NO<sub>2</sub>;

C<sub>1</sub>-C<sub>4</sub> alkyl substituted with 0-3 R<sup>9d</sup>,  
C<sub>1</sub>-C<sub>4</sub> alkoxy substituted with 0-3 R<sup>9d</sup>,  
C<sub>3</sub>-C<sub>6</sub> cycloalkyl substituted with 0-3 R<sup>9d</sup>,  
aryl substituted with 0-5 R<sup>9d</sup>, and  
35 5-6 membered heterocyclic group consisting of carbon  
atoms and 1-4 heteroatoms selected from the  
group: O, S, and N, and said heterocyclic group  
is substituted with 0-4 R<sup>9d</sup>;



5 R<sup>9d</sup> is selected at each occurrence from the group:  
C<sub>1</sub>-C<sub>4</sub> alkyl, C<sub>1</sub>-C<sub>4</sub> alkoxy, CF<sub>3</sub>, OCF<sub>3</sub>, Cl, F, Br, I, =O,  
OH, phenyl, C(O)OR<sup>11</sup>, NH<sub>2</sub>, NH(CH<sub>3</sub>), N(CH<sub>3</sub>)<sub>2</sub>, -CN,  
and NO<sub>2</sub>;

10 n is 1, 2, or 3; and

p is 1 or 2; and

q, at each occurrence, is independently 0, 1 or 2.

15

10. A compound according to Claim 3, wherein

R<sup>10</sup> is selected from the group: -CO<sub>2</sub>R<sup>11</sup>, -NR<sup>11</sup>R<sup>11</sup>, and C<sub>1</sub>-C<sub>6</sub>  
alkyl substituted with 0-1 R<sup>10a</sup>;

20

R<sup>10a</sup> is selected from the group: halo, -NO<sub>2</sub>, -CN, -CF<sub>3</sub>,  
-CO<sub>2</sub>R<sup>11</sup>, -NR<sup>11</sup>R<sup>11</sup>, -OR<sup>11</sup>, -SR<sup>11</sup>, -C(=NH)NH<sub>2</sub>, and aryl  
substituted with 0-1 R<sup>10b</sup>;

25 R<sup>10b</sup> is selected from the group: -CO<sub>2</sub>H, -NH<sub>2</sub>, -OH, -SH, and  
-C(=NH)NH<sub>2</sub>;

R<sup>10c</sup> is H or C<sub>1</sub>-C<sub>4</sub> alkyl;

30 alternatively, R<sup>10</sup> and R<sup>10c</sup> can be combined to form a C<sub>3</sub>-C<sub>6</sub>  
cycloalkyl group substituted with 0-1 R<sup>10a</sup>;

R<sup>11</sup> is, at each occurrence, independently H or C<sub>1</sub>-C<sub>4</sub> alkyl;

35 R<sup>11a</sup> is H, C<sub>1</sub>-C<sub>4</sub> alkyl, C<sub>1</sub>-C<sub>4</sub> haloalkyl, C<sub>2</sub>-C<sub>4</sub> alkenyl,  
C<sub>2</sub>-C<sub>4</sub> alkynyl, aryl, aryl(C<sub>1</sub>-C<sub>4</sub> alkyl)-,  
C<sub>3</sub>-C<sub>6</sub> cycloalkyl, or C<sub>3</sub>-C<sub>6</sub> cycloalkyl(C<sub>1</sub>-C<sub>4</sub> alkyl)-;

Q<sup>1</sup> is selected from

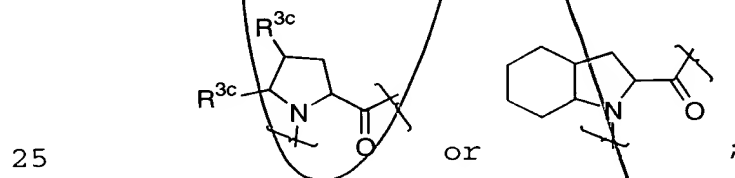
5 -CO<sub>2</sub>R<sup>11</sup>, -SO<sub>2</sub>R<sup>11</sup>, -SO<sub>3</sub>R<sup>11</sup>, -P(O)<sub>2</sub>R<sup>11</sup>, -P(O)<sub>3</sub>R<sup>11</sup>,  
 aryl substituted with 0-4 Q<sup>1a</sup>, and  
 5-6 membered heterocyclic group consisting of carbon  
 atoms and 1-4 heteroatoms selected from the group:  
 O, S, and N, said heterocyclic group substituted  
 10 with 0-4 Q<sup>1a</sup>;

Q<sup>1a</sup> is H, F, Cl, Br, I, -NO<sub>2</sub>, -CN, -NCS, -CF<sub>3</sub>, -OCF<sub>3</sub>, -CH<sub>3</sub>,  
 -OCH<sub>3</sub>, -CO<sub>2</sub>R<sup>19</sup>, -C(=O)NR<sup>19</sup>R<sup>19</sup>, -NHC(=O)R<sup>19</sup>, -SO<sub>2</sub>R<sup>19</sup>,  
 -SO<sub>2</sub>NR<sup>19</sup>R<sup>19</sup>, -NR<sup>19</sup>R<sup>19</sup>, -OR<sup>19</sup>, -SR<sup>19</sup>, C<sub>1</sub>-C<sub>4</sub> alkyl, C<sub>1</sub>-C<sub>4</sub>  
 15 alkoxy, C<sub>1</sub>-C<sub>4</sub> haloalkyl, or C<sub>1</sub>-C<sub>4</sub> haloalkoxy;

R<sup>19</sup> is C<sub>1</sub>-C<sub>4</sub> alkyl, C<sub>1</sub>-C<sub>4</sub> haloalkyl, aryl, aryl(C<sub>1</sub>-C<sub>4</sub>  
 alkyl), C<sub>3</sub>-C<sub>6</sub> cycloalkyl, or C<sub>3</sub>-C<sub>6</sub> cycloalkyl(C<sub>1</sub>-C<sub>4</sub>  
 alkyl);

20 alternatively, NR<sup>19</sup>R<sup>19</sup> may form a piperidinyl, piperazinyl,  
 or morpholinyl group;

A<sup>2</sup> is a bond, -NH-CR<sup>3</sup>R<sup>4</sup>-C(=O)-, an amino acid residue,



A<sup>3</sup> is a bond or an amino acid residue;

A<sup>4</sup> is a bond or an amino acid residue;

30

A<sup>5</sup> is a bond;

R<sup>1</sup> is selected from the group: H,  
 C<sub>1</sub>-C<sub>6</sub> alkyl substituted with 0-3 R<sup>1a</sup>,  
 35 C<sub>2</sub>-C<sub>6</sub> alkenyl substituted with 0-3 R<sup>1a</sup>,  
 C<sub>2</sub>-C<sub>6</sub> alkynyl substituted with 0-3 R<sup>1a</sup>, and

5 C<sub>3</sub>-C<sub>6</sub> cycloalkyl substituted with 0-3 R<sup>1a</sup>;

R<sup>1a</sup> is selected at each occurrence from the group:

10 Cl, F, Br, I, CF<sub>3</sub>, CHF<sub>2</sub>, OH, =O, SH, -CO<sub>2</sub>R<sup>1b</sup>, -SO<sub>2</sub>R<sup>1b</sup>,  
-SO<sub>3</sub>R<sup>1b</sup>, -P(O)<sub>2</sub>R<sup>1b</sup>, -P(O)<sub>3</sub>R<sup>1b</sup>, -C(=O)NHR<sup>1b</sup>, -NHC(=O)R<sup>1b</sup>,  
-SO<sub>2</sub>NHR<sup>1b</sup>, -OR<sup>1b</sup>, -SR<sup>1b</sup>, C<sub>1</sub>-C<sub>3</sub> alkyl, C<sub>3</sub>-C<sub>6</sub> cycloalkyl,  
C<sub>1</sub>-C<sub>6</sub> alkoxy, -S-(C<sub>1</sub>-C<sub>6</sub> alkyl),  
aryl substituted with 0-5 R<sup>1c</sup>,  
-O-(CH<sub>2</sub>)<sub>q</sub>-aryl substituted with 0-5 R<sup>1c</sup>,  
-S-(CH<sub>2</sub>)<sub>q</sub>-aryl substituted with 0-5 R<sup>1c</sup>, and  
15 5-10 membered heterocyclic group consisting of carbon  
atoms and 1-4 heteroatoms selected from the group:  
O, S, and N, and substituted with 0-3 R<sup>1c</sup>;

R<sup>1b</sup> is H,

20 C<sub>1</sub>-C<sub>4</sub> alkyl substituted with 0-3 R<sup>1c</sup>,  
C<sub>2</sub>-C<sub>4</sub> alkenyl substituted with 0-3 R<sup>1c</sup>,  
C<sub>2</sub>-C<sub>4</sub> alkynyl substituted with 0-3 R<sup>1c</sup>,  
C<sub>3</sub>-C<sub>6</sub> cycloalkyl substituted with 0-5 R<sup>1c</sup>,  
C<sub>3</sub>-C<sub>6</sub> carbocycle substituted with 0-5 R<sup>1c</sup>,  
25 aryl substituted with 0-5 R<sup>1c</sup>, or  
5-6 membered heterocyclic group consisting of carbon  
atoms and 1-4 heteroatoms selected from the group:  
O, S, and N, said heterocyclic group substituted  
with 0-4 R<sup>1c</sup>.

30 R<sup>1c</sup> is selected at each occurrence from: C<sub>1</sub>-C<sub>4</sub> alkyl, Cl,  
F, Br, I, OH, C<sub>1</sub>-C<sub>4</sub> alkoxy, -CN, -NO<sub>2</sub>, C(O)OR<sup>1d</sup>,  
NR<sup>1d</sup>R<sup>1d</sup>, CF<sub>3</sub>, and OCF<sub>3</sub>;

35 R<sup>1d</sup> is H or C<sub>1</sub>-C<sub>4</sub> alkyl;

R<sup>2</sup> is H or C<sub>1</sub>-C<sub>4</sub> alkyl;

5 R<sup>3</sup> is selected from the group: H,  
C<sub>1</sub>-C<sub>6</sub> alkyl substituted with 0-4 R<sup>3a</sup>,  
C<sub>2</sub>-C<sub>6</sub> alkenyl substituted with 0-4 R<sup>3a</sup>,  
C<sub>2</sub>-C<sub>6</sub> alkynyl substituted with 0-4 R<sup>3a</sup>,  
-(CH<sub>2</sub>)<sub>q</sub>- C<sub>3</sub>-C<sub>6</sub> cycloalkyl substituted with 0-4 R<sup>3b</sup>,  
10 -(CH<sub>2</sub>)<sub>q</sub>-aryl substituted with 0-5 R<sup>3b</sup>, and  
-(CH<sub>2</sub>)<sub>q</sub>-5-10 membered heterocyclic group consisting of  
carbon atoms and 1-4 heteroatoms selected from  
the group: O, S, and N, and said heterocyclic  
group is substituted with 0-2 R<sup>3b</sup>;

15 R<sup>3a</sup> is selected from the group: -CO<sub>2</sub>R<sup>11</sup>, -NR<sup>11</sup>R<sup>11</sup>, -OR<sup>11</sup>,  
-SR<sup>11</sup>, -C(=NH)NH<sub>2</sub>, and aryl substituted with R<sup>10b</sup>;

20 R<sup>3b</sup> is selected from the group: -CO<sub>2</sub>H, -NH<sub>2</sub>, -OH, -SH, and  
-C(=NH)NH<sub>2</sub>;

R<sup>3c</sup> is, at each occurrence, independently selected from: H,  
C<sub>1</sub>-C<sub>6</sub> alkyl, -OH, and OR<sup>3d</sup>;

25 R<sup>3d</sup> is C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>2</sub>-C<sub>6</sub> alkenyl, C<sub>2</sub>-C<sub>6</sub> alkynyl,  
-(CH<sub>2</sub>)<sub>q</sub>- C<sub>3</sub>-C<sub>6</sub> cycloalkyl, -(CH<sub>2</sub>)<sub>q</sub>-aryl, or  
-(CH<sub>2</sub>)<sub>q</sub>-(5-10 membered heterocyclic group), wherein  
said heterocyclic group consists of carbon atoms  
and 1-4 heteroatoms selected from the group: O,  
30 S, and N;

R<sup>4</sup> is selected from the group: H, C<sub>1</sub>-C<sub>6</sub> alkyl, phenyl,  
phenylmethyl-, phenylethyl-, C<sub>3</sub>-C<sub>6</sub> cycloalkyl,  
C<sub>3</sub>-C<sub>6</sub> cycloalkylmethyl-, and C<sub>3</sub>-C<sub>6</sub> cycloalkylethyl-;

35 R<sup>9</sup> is selected from the group: -S(=O)<sub>2</sub>R<sup>9a</sup>, -C(=O)R<sup>9a</sup>,  
C<sub>1</sub>-C<sub>3</sub> alkyl-R<sup>9a</sup>, C<sub>2</sub>-C<sub>6</sub> alkenyl-R<sup>9a</sup>, and  
C<sub>2</sub>-C<sub>6</sub> alkynyl-R<sup>9a</sup>;

5 R<sup>9a</sup> is selected from the group:

C<sub>1</sub>-C<sub>6</sub> alkyl substituted with 0-3 R<sup>9b</sup>,  
C<sub>3</sub>-C<sub>6</sub> cycloalkyl substituted with 0-3 R<sup>9c</sup>,  
aryl substituted with 0-3 R<sup>9c</sup>, and  
5-14 membered heterocyclic group consisting of carbon  
10 atoms and 1-4 heteroatoms selected from the  
group: O, S, and N, and said heterocyclic group  
is substituted with 0-3 R<sup>9c</sup>;

15 R<sup>9b</sup> is selected from the group: phenyl, naphthyl, benzyl,  
and 5-10 membered heterocyclic group consisting of  
carbon atoms and 1-4 heteroatoms selected from the  
group: O, S, and N, and R<sup>9b</sup> is substituted with 0-3  
R<sup>9c</sup>;

20 R<sup>9c</sup> is selected at each occurrence from the group:

CF<sub>3</sub>, OCF<sub>3</sub>, Cl, F, Br, I, =O, OH, phenyl, C(O)OR<sup>11</sup>, NH<sub>2</sub>,  
NH(CH<sub>3</sub>), N(CH<sub>3</sub>)<sub>2</sub>, -CN, NO<sub>2</sub>;  
C<sub>1</sub>-C<sub>4</sub> alkyl substituted with 0-3 R<sup>9d</sup>,  
C<sub>1</sub>-C<sub>4</sub> alkoxy substituted with 0-3 R<sup>9d</sup>,  
25 C<sub>3</sub>-C<sub>6</sub> cycloalkyl substituted with 0-3 R<sup>9d</sup>,  
aryl substituted with 0-5 R<sup>9d</sup>, and  
5-6 membered heterocyclic group consisting of carbon  
atoms and 1-4 heteroatoms selected from the  
group: O, S, and N, and said heterocyclic group  
30 is substituted with 0-4 R<sup>9d</sup>;

R<sup>9d</sup> is selected at each occurrence from the group:

C<sub>1</sub>-C<sub>4</sub> alkyl, C<sub>1</sub>-C<sub>4</sub> alkoxy, CF<sub>3</sub>, OCF<sub>3</sub>, Cl, F, Br, I, =O,  
OH, phenyl, C(O)OR<sup>11</sup>, NH<sub>2</sub>, NH(CH<sub>3</sub>), N(CH<sub>3</sub>)<sub>2</sub>, -CN, and  
35 NO<sub>2</sub>;

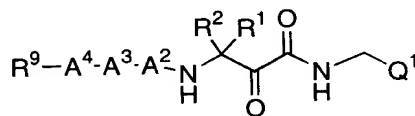
n is 1 or 2; and

p is 1 or 2; and

40

5 q, at each occurrence, is independently 0, 1 or 2.

11. A compound according to Claim 4, wherein the compound is of Formula (IIIb):



(IIIb)

or a stereoisomer or pharmaceutically acceptable salt form thereof, wherein;

15 Q<sup>1</sup> is selected from

-CO<sub>2</sub>R<sup>11</sup>, -SO<sub>2</sub>R<sup>11</sup>, -SO<sub>3</sub>R<sup>11</sup>, -F(O)<sub>2</sub>R<sup>11</sup>, -P(O)<sub>3</sub>R<sup>11</sup>,

aryl substituted with 0-4 Q<sup>1a</sup>, and

5-6 membered heterocyclic group consisting of carbon atoms and 1-4 heteroatoms selected from the group:

pyridinyl, furanyl, thienyl, pyrrolyl, pyrazolyl,

20 pyrazinyl, piperazinyl, piperidinyl, imidazolyl,

imidazolidinyl, indolyl, tetrazolyl, isoxazolyl,

morpholinyl, oxazolyl, oxazolidinyl,

tetrahydrofuranyl, thiadiazinyl, thiadiazolyl,

25 thiazolyl, triazinyl, and triazolyl; said

heterocyclic group substituted with 0-4 Q<sup>1a</sup>;

Q<sup>1a</sup> is H, F, Cl, Br, I, -NO<sub>2</sub>, -CN, -NCS, -CF<sub>3</sub>, -OCF<sub>3</sub>, -CH<sub>3</sub>,

-OCH<sub>3</sub>, -CO<sub>2</sub>R<sup>19</sup>, -C(=O)NR<sup>19</sup>R<sup>19</sup>, -NHC(=O)R<sup>19</sup>, -SO<sub>2</sub>R<sup>19</sup>,

30 -SO<sub>2</sub>NR<sup>19</sup>R<sup>19</sup>, -NR<sup>19</sup>R<sup>19</sup>, -OR<sup>19</sup>, -SR<sup>19</sup>, C<sub>1</sub>-C<sub>4</sub> alkyl, C<sub>1</sub>-C<sub>4</sub>

alkoxy, C<sub>1</sub>-C<sub>4</sub> haloalkyl, or C<sub>1</sub>-C<sub>4</sub> haloalkoxy;

R<sup>19</sup> is C<sub>1</sub>-C<sub>4</sub> alkyl, C<sub>1</sub>-C<sub>4</sub> haloalkyl, aryl, aryl(C<sub>1</sub>-C<sub>4</sub> alkyl), C<sub>3</sub>-C<sub>6</sub> cycloalkyl, or C<sub>3</sub>-C<sub>6</sub> cycloalkyl(C<sub>1</sub>-C<sub>4</sub>

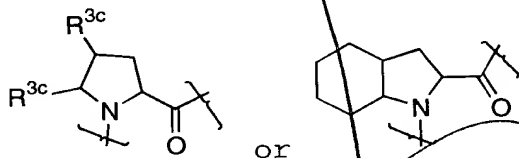
35 alkyl);

alternatively, NR<sup>19</sup>R<sup>19</sup> may form a piperidinyl, piperazinyl, or morpholinyl group;

5

A<sup>2</sup> is a bond, -NH-CR<sup>3</sup>R<sup>4</sup>-C(=O)-, Ala, Arg, Asn, Asp, Aze, Cha, Cys, Dpa, Gln, Glu, Gly, His, Hyp, Ile, Irg, Leu, Lys, Met, Orn, Phe, Phe(4-fluoro), Pro, Sar, Ser, Thr, Trp, Tyr, Val,

10



15

A<sup>3</sup> is a bond, Ala, Arg, Asn, Asp, Aze, Cha, Cys, Dpa, Gln, Glu, Gly, His, Hyp, Ile, Irg, Leu, Lys, Met, Orn, Phe, Phe(4-fluoro), Pro, Sar, Ser, Thr, Trp, Tyr, or Val;

20

A<sup>4</sup> is a bond, Ala, Arg, Asn, Asp, Aze, Cha, Cys, Dpa, Gln, Glu, Gly, His, Hyp, Ile, Irg, Leu, Lys, Met, Orn, Phe, Phe(4-fluoro), Pro, Sar, Ser, Thr, Trp, Tyr, or Val;

25

R<sup>1</sup> is selected from the group: H, C<sub>1</sub>-C<sub>6</sub> alkyl substituted with 0-3 R<sup>1a</sup>, C<sub>2</sub>-C<sub>6</sub> alkenyl substituted with 0-3 R<sup>1a</sup>, C<sub>2</sub>-C<sub>6</sub> alkynyl substituted with 0-3 R<sup>1a</sup>, and C<sub>3</sub>-C<sub>6</sub> cycloalkyl substituted with 0-3 R<sup>1a</sup>;

30

R<sup>1a</sup> is selected at each occurrence from the group: Cl, F, Br, I, CF<sub>3</sub>, CHF<sub>2</sub>, OH, =O, SH, -CO<sub>2</sub>R<sup>1b</sup>, -SO<sub>2</sub>R<sup>1b</sup>, -SO<sub>3</sub>R<sup>1b</sup>, -P(O)<sub>2</sub>R<sup>1b</sup>, -P(O)<sub>3</sub>R<sup>1b</sup>, -C(=O)NHR<sup>1b</sup>, -NHC(=O)R<sup>1b</sup>, -SO<sub>2</sub>NHR<sup>1b</sup>, -OR<sup>1b</sup>, -SR<sup>1b</sup>, C<sub>1</sub>-C<sub>3</sub> alkyl, C<sub>3</sub>-C<sub>6</sub> cycloalkyl, C<sub>1</sub>-C<sub>6</sub> alkoxy, -S-(C<sub>1</sub>-C<sub>6</sub> alkyl), aryl substituted with 0-5 R<sup>1c</sup>, -O-(CH<sub>2</sub>)<sub>q</sub>-aryl substituted with 0-5 R<sup>1c</sup>, -S-(CH<sub>2</sub>)<sub>q</sub>-aryl substituted with 0-5 R<sup>1c</sup>, and 5-10 membered heterocyclic group consisting of carbon atoms and 1-4 heteroatoms selected from the group: pyridinyl, furanyl, thienyl, pyrrolyl, pyrazolyl,

35

5 pyrazinyl, piperazinyl, piperidinyl, imidazolyl,  
imidazolidinyl, indolyl, tetrazolyl, isoxazolyl,  
morpholinyl, oxazolyl, oxazolidinyl,  
tetrahydrofuranyl, thiadiazinyl, thiadiazolyl,  
thiazolyl, triazinyl, triazolyl, benzimidazolyl,  
10 1H-indazolyl, benzofuranyl, benzothiofuranyl,  
benztetrazolyl, benzotriazolyl, benzisoxazolyl,  
benzoxazolyl, oxindolyl, benzoxazolinyl,  
benzthiazolyl, benzisothiazolyl, isatinoyl,  
isoquinolinyl, octahydroisoquinolinyl,  
15 tetrahydroisoquinolinyl, tetrahydroquinolinyl,  
isoxazolopyridinyl, quinazolinyl, quinolinyl,  
isothiazolopyridinyl, thiazolopyridinyl,  
oxazolopyridinyl, imidazolopyridinyl, and  
pyrazolopyridinyl; and substituted with 0-3 R<sup>1c</sup>;

20 R<sup>1b</sup> is H,

C<sub>1</sub>-C<sub>4</sub> alkyl substituted with 0-3 R<sup>1c</sup>,  
C<sub>2</sub>-C<sub>4</sub> alkenyl substituted with 0-3 R<sup>1c</sup>,  
C<sub>2</sub>-C<sub>4</sub> alkynyl substituted with 0-3 R<sup>1c</sup>,  
25 C<sub>3</sub>-C<sub>6</sub> cycloalkyl substituted with 0-5 R<sup>1c</sup>,  
C<sub>3</sub>-C<sub>6</sub> carbocycle substituted with 0-5 R<sup>1c</sup>,  
aryl substituted with 0-5 R<sup>1c</sup>, or  
5-6 membered heterocyclic group consisting of carbon  
atoms and 1-4 heteroatoms selected from the group:  
30 pyridinyl, furanyl, thienyl, pyrrolyl, pyrazolyl,  
pyrazinyl, piperazinyl, piperidinyl, imidazolyl,  
imidazolidinyl, indolyl, tetrazolyl, isoxazolyl,  
morpholinyl, oxazolyl, oxazolidinyl,  
tetrahydrofuranyl, thiadiazinyl, thiadiazolyl,  
thiazolyl, triazinyl, and triazolyl; said  
35 heterocyclic group substituted with 0-4 R<sup>1c</sup>;

R<sup>1c</sup> is selected at each occurrence from: C<sub>1</sub>-C<sub>4</sub> alkyl, Cl,  
F, Br, I, OH, C<sub>1</sub>-C<sub>4</sub> alkoxy, -CN, -NO<sub>2</sub>, C(O)OR<sup>1d</sup>,  
40 NR<sup>1d</sup>R<sup>1d</sup>, CF<sub>3</sub>, and OCF<sub>3</sub>;



5

R<sup>1d</sup> is H or C<sub>1</sub>-C<sub>4</sub> alkyl;

R<sup>2</sup> is H or C<sub>1</sub>-C<sub>4</sub> alkyl;

10 R<sup>3</sup> is selected from the group: H,

C<sub>1</sub>-C<sub>6</sub> alkyl substituted with 0-4 R<sup>3a</sup>,

C<sub>2</sub>-C<sub>6</sub> alkenyl substituted with 0-4 R<sup>3a</sup>,

C<sub>2</sub>-C<sub>6</sub> alkynyl substituted with 0-4 R<sup>3a</sup>,

-(CH<sub>2</sub>)<sub>q</sub>- C<sub>3</sub>-C<sub>6</sub> cycloalkyl substituted with 0-4 R<sup>3b</sup>,

15 -(CH<sub>2</sub>)<sub>q</sub>-aryl substituted with 0-5 R<sup>3b</sup>, and

-(CH<sub>2</sub>)<sub>q</sub>-5-10 membered heterocyclic group consisting of

carbon atoms and 1-4 heteroatoms selected from  
the group: pyridinyl, furanyl, thienyl, pyrrolyl,

20 pyrazolyl, pyrazinyl, piperazinyl, piperidinyl,

imidazolyl, imidazolidinyl, indolyl, tetrazolyl,

isoxazolyl, morpholinyl, oxazolyl, oxazolidinyl,

tetrahydrofuranyl, thiadiazinyl, thiadiazolyl,

thiazolyl, triazinyl, triazolyl, benzimidazolyl,

1H-indazolyl, benzofuranyl, benzothiofuranyl,

25 benztetrazolyl, benzotriazolyl, benzisoxazolyl,

benzoxazolyl, oxindolyl, benzoxazolinyll,

benzthiazolyl, benzisothiazolyl, isatinoyl,

isoquinolinyl, octahydroisoquinolinyl,

tetrahydroisoquinolinyl, tetrahydroquinolinyl,

30 isoxazolopyridinyl, quinazolinyl, quinolinyl,

isothiazolopyridinyl, thiazolopyridinyl,

oxazolopyridinyl, imidazolopyridinyl, and

pyrazolopyridinyl; and said heterocyclic group

is substituted with 0-2 R<sup>3b</sup>;

35

R<sup>3a</sup> is selected from the group: -CO<sub>2</sub>R<sup>11</sup>, -NR<sup>11</sup>R<sup>11</sup>, -OR<sup>11</sup>,

-SR<sup>11</sup>, -C(=NH)NH<sub>2</sub>, and aryl substituted with R<sup>10b</sup>;

R<sup>3b</sup> is selected from the group: -CO<sub>2</sub>H, -NH<sub>2</sub>, -OH, -SH, and

40

-C(=NH)NH<sub>2</sub>;

5

$R^{3c}$  is, at each occurrence, independently selected from: H,  $C_1-C_6$  alkyl, -OH, and  $OR^{3d}$ ;

10

$R^{3d}$  is  $C_1-C_6$  alkyl,  $C_2-C_6$  alkenyl,  $C_2-C_6$  alkynyl,  $-(CH_2)_q-C_3-C_6$  cycloalkyl,  $-(CH_2)_q$ -aryl, or  $-(CH_2)_q$ -(5-10 membered heterocyclic group), wherein said heterocyclic group consists of carbon atoms and 1-4 heteroatoms selected from the group: O, S, and N;

15

$R^4$  is selected from the group: H,  $C_1-C_6$  alkyl, phenyl, phenylmethyl-, phenylethyl-,  $C_3-C_6$  cycloalkyl,  $C_3-C_6$  cycloalkylmethyl-, and  $C_3-C_6$  cycloalkylethyl-;

20

$R^9$  is selected from  $-S(=O)_2R^{9a}$  and  $-C(=O)R^{9a}$ ;

25

$R^{9a}$  is selected from the group:  
phenyl substituted with 0-3  $R^{9c}$ ,  
naphthyl substituted with 0-3  $R^{9c}$ , and  
5-14 membered heterocyclic group consisting of carbon atoms and 1-4 heteroatoms selected from the group: pyridinyl, furanyl, thienyl, pyrrolyl, pyrazolyl, pyrazinyl, piperazinyl, piperidinyl, imidazolyl, imidazolidinyl, indolyl, tetrazolyl, isoxazolyl, morpholinyl, oxazolyl, oxazolidinyl, tetrahydrofuranyl, thiadiazinyl, thiadiazolyl, thiazolyl, triazinyl, triazolyl, benzimidazolyl, 1H-indazolyl, benzofuranyl, benzothiofuranyl, benztetrazolyl, benzotriazolyl, benzisoxazolyl, benzoxazolyl, oxindolyl, benzoxazolyl, benzthiazolyl, benzisothiazolyl, isatinoyl, isoquinolinyl, octahydroisoquinolinyl, tetrahydroisoquinolinyl, tetrahydroquinolinyl, isoxazolopyridinyl, quinazolinyl, quinolinyl, isothiazolopyridinyl, thiazolopyridinyl,

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5 oxazolopyridinyl, imidazolopyridinyl, and  
pyrazolopyridinyl; and said heterocyclic group is  
substituted with 0-3 R<sup>9c</sup>;

R<sup>9c</sup> is selected at each occurrence from the group:

10 CF<sub>3</sub>, OCF<sub>3</sub>, Cl, F, Br, I, =O, OH, phenyl, C(O)OR<sup>11</sup>, NH<sub>2</sub>,  
NH(CH<sub>3</sub>), N(CH<sub>3</sub>)<sub>2</sub>, -CN, NO<sub>2</sub>;

C<sub>1</sub>-C<sub>4</sub> alkyl substituted with 0-3 R<sup>9d</sup>,

C<sub>1</sub>-C<sub>4</sub> alkoxy substituted with 0-3 R<sup>9d</sup>,

C<sub>3</sub>-C<sub>6</sub> cycloalkyl substituted with 0-3 R<sup>9d</sup>,

15 aryl substituted with 0-5 R<sup>9d</sup>, and

5-6 membered heterocyclic group consisting of carbon

atoms and 1-4 heteroatoms selected from the

group: pyridinyl, furanyl, thienyl, pyrrolyl,

pyrazolyl, pyrazinyl, piperazinyl, piperidinyl,

20 imidazolyl, imidazolidinyl, indolyl, tetrazolyl,

isoxazolyl, morpholinyl, oxazolyl, oxazolidinyl,

tetrahydrofuranyl, thiadiazinyl, thiadiazolyl,

thiazolyl, triazinyl, and triazolyl; and said

heterocyclic group is substituted with 0-4 R<sup>9d</sup>;

25

R<sup>9d</sup> is selected at each occurrence from the group:

C<sub>1</sub>-C<sub>4</sub> alkyl, C<sub>1</sub>-C<sub>4</sub> alkoxy, CF<sub>3</sub>, OCF<sub>3</sub>, Cl, F, Br, I, =O,  
OH, phenyl, C(O)OR<sup>11</sup>, NH<sub>2</sub>, NH(CH<sub>3</sub>), N(CH<sub>3</sub>)<sub>2</sub>, -CN, and  
NO<sub>2</sub>;

30

p is 1 or 2; and

q, at each occurrence, is independently 1 or 2.

35

12. A pharmaceutical composition comprising a  
pharmaceutically acceptable carrier and a therapeutically  
effective amount of a compound of Claim 1 or a  
pharmaceutically acceptable salt form thereof.

- 5 13. A pharmaceutical composition comprising a  
pharmaceutically acceptable carrier and a therapeutically  
effective amount of a compound of Claim 2 or a  
pharmaceutically acceptable salt form thereof.
- 10 14. A pharmaceutical composition comprising a  
pharmaceutically acceptable carrier and a therapeutically  
effective amount of a compound of Claim 3 or a  
pharmaceutically acceptable salt form thereof.
- 15 15. A pharmaceutical composition comprising a  
pharmaceutically acceptable carrier and a therapeutically  
effective amount of a compound of Claim 4 or a  
pharmaceutically acceptable salt form thereof.
- 20 16. A pharmaceutical composition comprising a  
pharmaceutically acceptable carrier and a therapeutically  
effective amount of a compound of Claim 5 or a  
pharmaceutically acceptable salt form thereof.
- 25 17. A method of treating a viral infection which comprises  
administering to a host in need of such treatment a  
therapeutically effective amount of a compound of Claim 1  
or a pharmaceutically acceptable salt form thereof.
- 30 18. A method of treating HCV infection which comprises  
administering to a host in need of such treatment a  
therapeutically effective amount of a compound of Claim 1  
or a pharmaceutically acceptable salt form thereof.
- 35 19. A compound of Claim 1 or a pharmaceutically acceptable  
salt form thereof for use in therapy.
20. Use of a compound of Claim 1 or a pharmaceutically  
acceptable salt form thereof for the manufacture of a  
40 medicament for the treatment of HCV.